

ANNIHILATION CONQUEST



ALEKSI

MARVEL

BEFORE STAR-LORD, GROOT, ROCKET RACCOON, DRAX AND GAMORA STARRED IN MARVEL'S *GUARDIANS OF THE GALAXY*, THE WHOLE HOST OF MARVEL'S SPACEFARING HEROES TOOK ON THE PHALANX AT THE EDGE OF THE UNIVERSE!

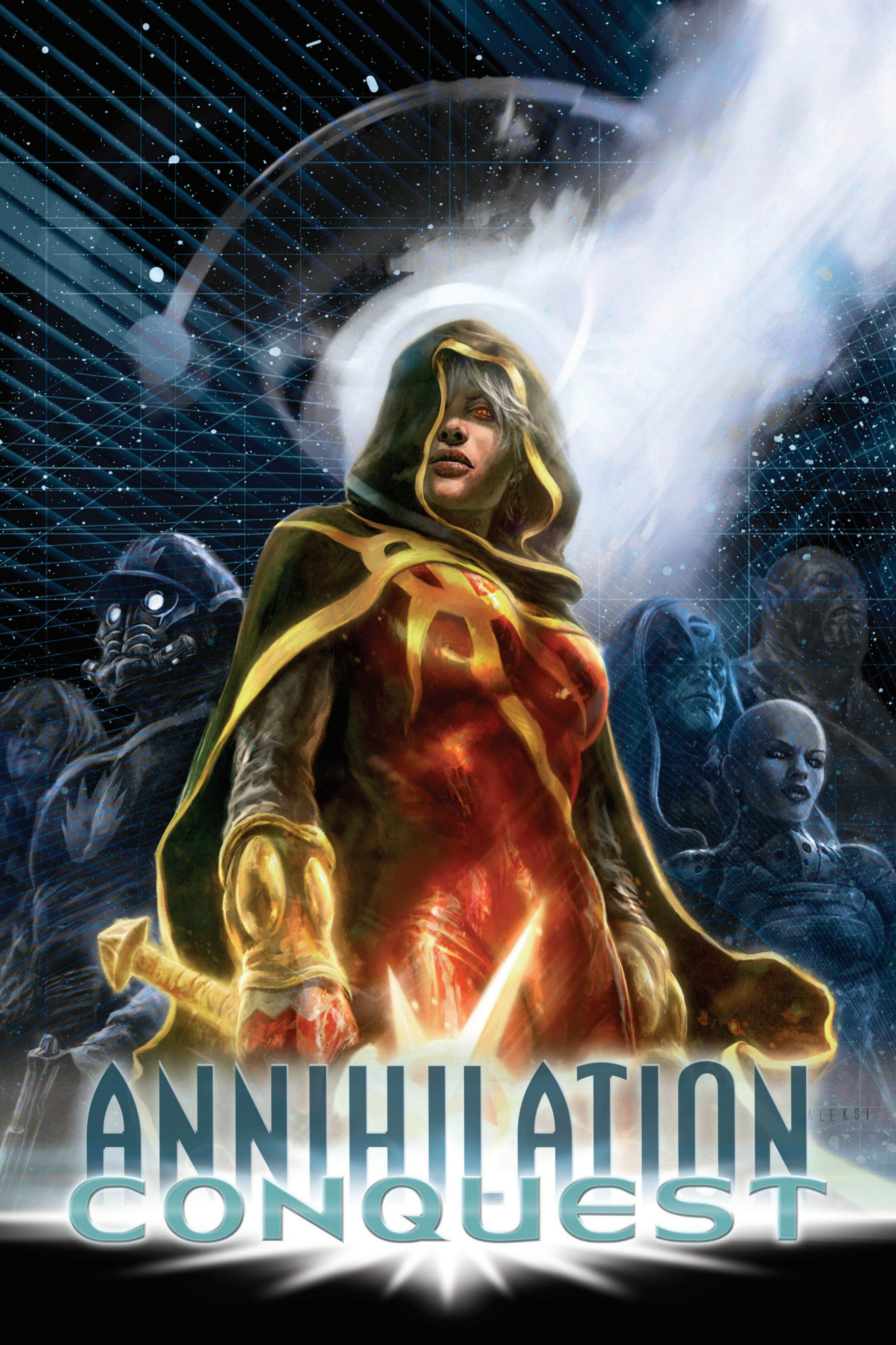
The Phalanx are a particularly nasty breed of techno-organic beings bent on conquering all and adding them to the Phalanx collective! When they team up with Ultron, Earth's robo-superior artificial intelligence, it will take the combined might of the Guardians, Nova, Adam Warlock, Quasar, the Kree army and more to stave off annihilation!

Collecting *Nova* #1-12 and *Annual* #1,
Annihilation: Conquest Prologue #1,
Annihilation: Conquest — Star-Lord #1-4,
Annihilation: Conquest — Quasar #1-4,
Annihilation: Conquest — Wraith #1-4,
Annihilation: Conquest #1-6,
and *Annihilation Saga*.



T+

MARVEL



ANNIHILATION CONQUEST

ALEXSI



ANNIHILATION CONQUEST

NOVA #1-3

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COLORIST: GURU-eFX
COVER ART: ADI GRANOV

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COLORIST: GURU-eFX
COVER ART: ALEKSI BRICLOT

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& ANDY LANNING
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INKERS: SCOTT HANNA
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COLORIST: GURU-eFX
COVER ART: ADI GRANOV

ANNIHILATION: CONQUEST — STAR-LORD

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PENCILER: TIMOTHY GREEN II
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FAIRBAIRN
COVER ART: NIC KLEIN

ANNIHILATION: CONQUEST — QUASAR

WRITER: CHRISTOS GAGE
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INKERS: BOB ALMOND WITH
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& ROLAND PARIS (#4)
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COVER ART: MATTHEW WILSON

ANNIHILATION: CONQUEST — WRAITH

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COVER ART: CLINT LANGLEY

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& ANDY LANNING
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INKERS: SCOTT HANNA (#8)
AND WELLINGTON DIAZ
& NELSON PEREIRA (#9-10)
COLORIST: GURU-eFX
COVER ART: ADI GRANOV

NOVA ANNUAL

WRITERS: DAN ABNETT
& ANDY LANNING
PENCILERS: MAHMUD ASRAR,
WELLINTON ALVES
& KLEBS JR.
INKERS: JUAN VLASCO
& NELSON PEREIRA
COLORIST: GURU-eFX
COVER ART: NIC KLEIN

COVER & STORY BASED
ON **NOVA [1976] #1**
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RICH BUCKLER & JOE SINNOTT

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WRITERS: DAN ABNETT
& ANDY LANNING
PENCILER: PAUL PELLETIER
INKER: RICK MAGYAR
COLORIST: GURU-eFX
COVER ART: ALEX MALEEV

ANNIHILATION: CONQUEST

WRITERS: DAN ABNETT
& ANDY LANNING
PENCILERS: TOM RANEY WITH
WELLINTON ALVES (#6)
INKER: SCOTT HANNA
COLORISTS: FRANK D'ARMATA
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COVER ART: ALEKSI BRICLOT

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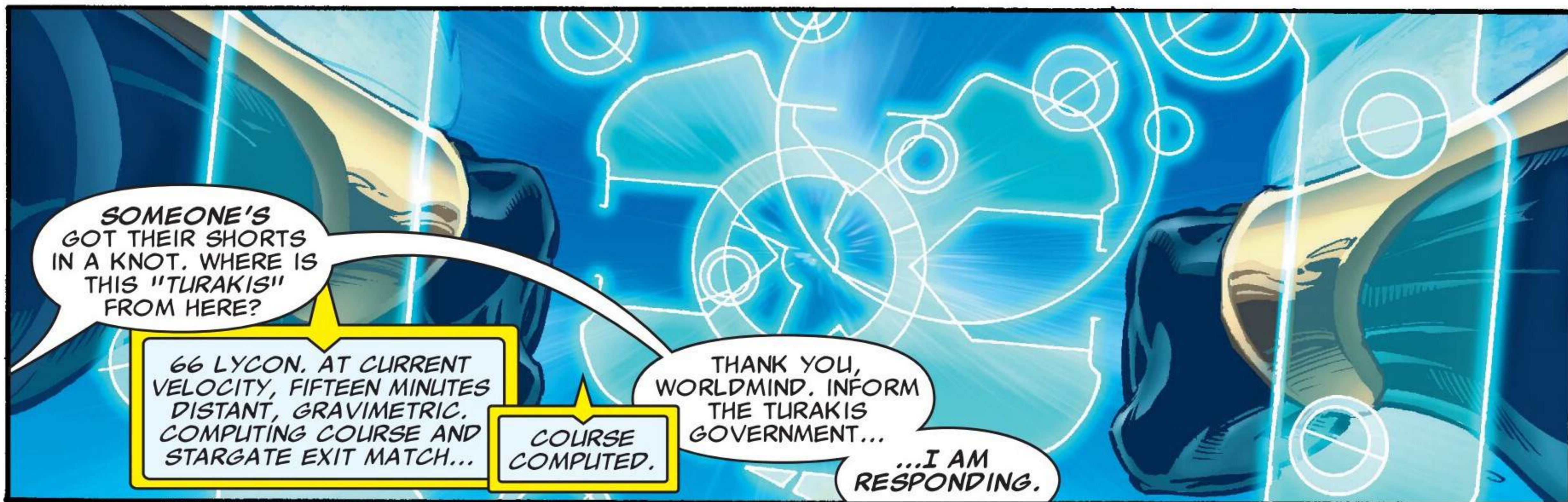


WHAT'S NEXT?

ROUTING THE NEXT PRIORITY TO YOUR VISOR, RICHARD.

NOVA CENTURIONS:

DISTRESS, DISTRESS, CODE 8X8! THE GOVERNMENT OF TURAKIS PLEADS FOR THE URGENT INTERVENTION OF THE NOVA CORPS. CONTINENTAL-LEVEL THREAT. WE CANNOT CONTAIN IT. REQUESTING IMMEDIATE CORPS RESPONSE.



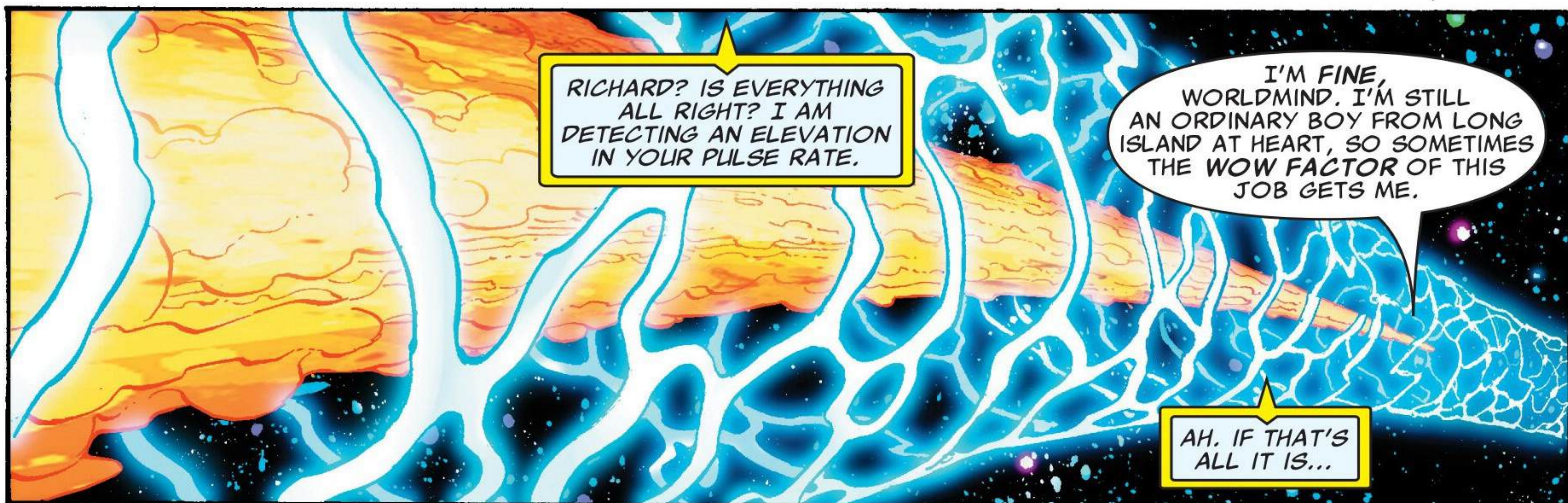
SOMEONE'S GOT THEIR SHORTS IN A KNOT. WHERE IS THIS "TURAKIS" FROM HERE?

66 LYCON. AT CURRENT VELOCITY, FIFTEEN MINUTES DISTANT, GRAVIMETRIC. COMPUTING COURSE AND STARGATE EXIT MATCH...

COURSE COMPUTED.

THANK YOU, WORLDWIND. INFORM THE TURAKIS GOVERNMENT...

...I AM RESPONDING.



RICHARD? IS EVERYTHING ALL RIGHT? I AM DETECTING AN ELEVATION IN YOUR PULSE RATE.

I'M FINE, WORLDWIND. I'M STILL AN ORDINARY BOY FROM LONG ISLAND AT HEART, SO SOMETIMES THE WOW FACTOR OF THIS JOB GETS ME.

AH. IF THAT'S ALL IT IS...



TURAKIS, VICINITY OF 66 LYCON...

THAT'S ALL IT IS. C'MON... LET'S DO WHAT WE DO.

WORLD MIND?
SIT-REP...DID THEY
SQUIRT US ANY
SPECIFICS?

YES, RICHARD. THE CODE 8X8 RATED
THE THREAT AS CONTINENTAL. THE
GOVERNMENT OF TURAKIS HAS MAINTAINED
A GLOBAL DEFENSE DETERRENT
FOR THE LAST THIRTY DECADES.

THE DETERRENT WEAPON IS
ENCODED "PLANETFALL,"
AND WAS TO BE RELEASED
ONLY IN THE EVENT OF A
GLOBAL EMERGENCY.

OH, I CAN
SEE WHERE THIS
IS GOING...

...THE
ANNIHILATION
WAVE HAPPENED,
DIDN'T IT?

IN RESPONSE TO THAT
THREAT, THE GOVERNMENT
OF TURAKIS RELEASED
THE PLANETFALL WEAPON.

AND NOW
THEY CAN'T GET IT
BACK IN THE BOX,
CAN THEY?

IF, BY "BOX",
YOU MEAN A DEEP-SILO
STASIS FACILITY, THEN
ESSENTIALLY, YES.

THEY CANNOT GET IT
BACK IN THE BOX.

WHAT'S NEXT



TRANSLATORS
ON.

STAND EASY!
NOVA CENTURION
11249-44396
RESPONDING TO
YOUR CODE
8X8.

EH?
(EMPHATIC
EXPRESSION OF
RELIEF!) AT
LAST!

CENTURION!
I'M AUDITOR (NAME
CORRESPONDS TO SOUND
OF BREEZE THROUGH
LEAVES), I AM (EMERGENCY
GOVERNMENT-APPOINTED
COORDINATOR) IN THIS
ZONE.



(EMOTING
GLADNESS) TO SEE YOU,
CENTURION! HOW MUCH
(OPEN OR UNOBSTRUCTED
LANDING SITE) DO YOU NEED
ME TO CLEAR SO THAT
YOUR MAIN FORCE CAN
TOUCH DOWN?

MAIN
FO--?

WELL, HERE'S
THE THING. I'M IT,
SIR. I'M ALL
YOU'RE GETTING.

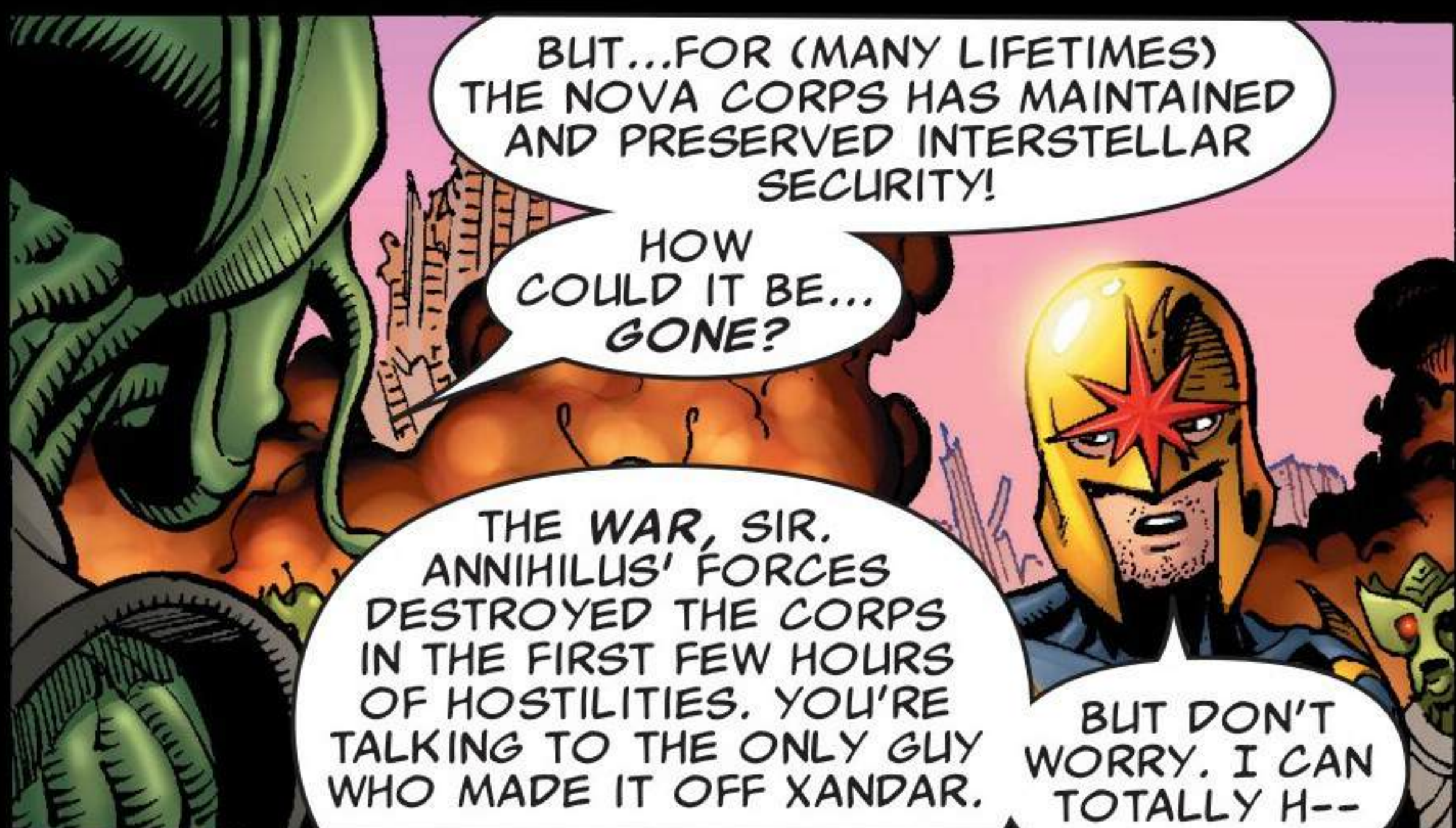


YOU'RE (TONE
OF SURPRISE) THE ONLY
ONE THE CORPS HAS
(DISPATCHED TO RENDER
US AID)?

NO, NO...
I'M ALL THAT'S LEFT
OF THE CORPS THESE
DAYS. ME. SOLO.

ALONE.

JUST
YOU? (VULGAR
OATH)!



BUT...FOR (MANY LIFETIMES)
THE NOVA CORPS HAS MAINTAINED
AND PRESERVED INTERSTELLAR
SECURITY!

HOW
COULD IT BE...
GONE?

THE WAR, SIR.
ANNIHILUS' FORCES
DESTROYED THE CORPS
IN THE FIRST FEW HOURS
OF HOSTILITIES. YOU'RE
TALKING TO THE ONLY GUY
WHO MADE IT OFF XANDAR.

BUT DON'T
WORRY. I CAN
TOTALLY H--



(GUTTURAL
SHRIEK OF ABJECT
TERROR)!

WHAT THE
HECK ARE
YOU--

OH.

CRAP
ON A STICK,
WORLDMIND. ARE
YOU SEEING
THIS?

CONTINENTAL-CLASS THREAT,
RICHARD. IN MY HUMBLE OPINION,
THE NAME ALONE SHOULD HAVE
BEEN CAUTIONARY.

PLANETFALL?

PLANETFALL.

MMM...
PROBABLY.

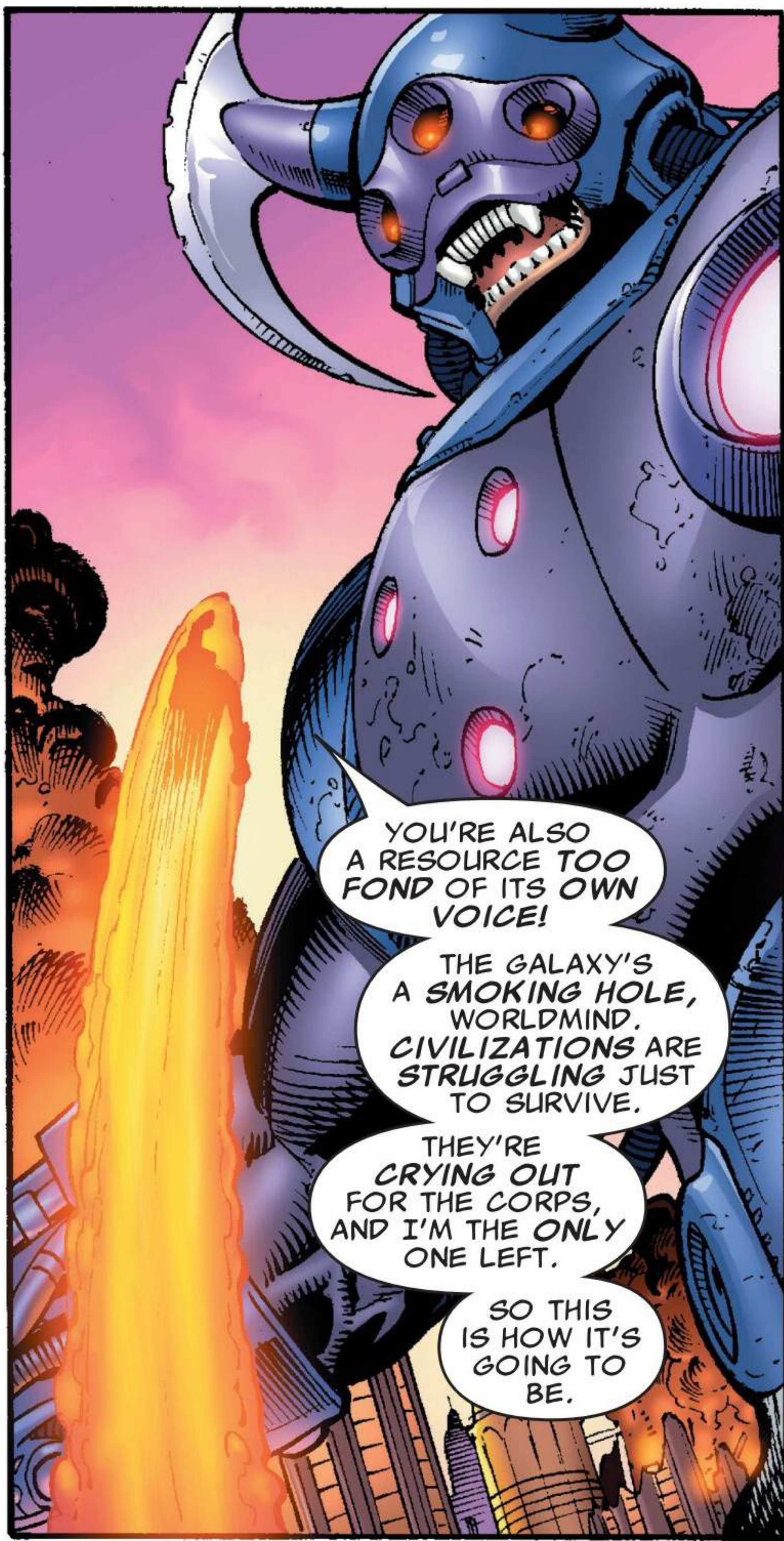
ATTENTION, RICHARD.
IT IS CRITICAL YOU PAY
ATTENTION.

DON'T
START WITH
ME.

THEN DO NOT FORCE US
TO HAVE THIS CONVERSATION
AGAIN. YOU ARE WILLFULLY
ENDANGERING THE LEGACY OF
THE XANDARIAN WORLDMIND.

I AM THE SUM TOTAL
OF ALL XANDARIAN ART,
SCIENCE AND KNOWLEDGE,
AND YOU ARE CARRYING
ME INSIDE YOUR
OBSTINATE HUMAN HEAD!

I AM A RESOURCE
TOO VALUABLE TO BE
JEOPARDIZED BY
ENGAGING IN HAPHAZARD
POLICE ACTIONS!



YOU'RE ALSO
A RESOURCE TOO
FOND OF ITS OWN
VOICE!

THE GALAXY'S
A SMOKING HOLE,
WORLD MIND.
CIVILIZATIONS ARE
STRUGGLING JUST
TO SURVIVE.

THEY'RE
CRYING OUT
FOR THE CORPS,
AND I'M THE ONLY
ONE LEFT.

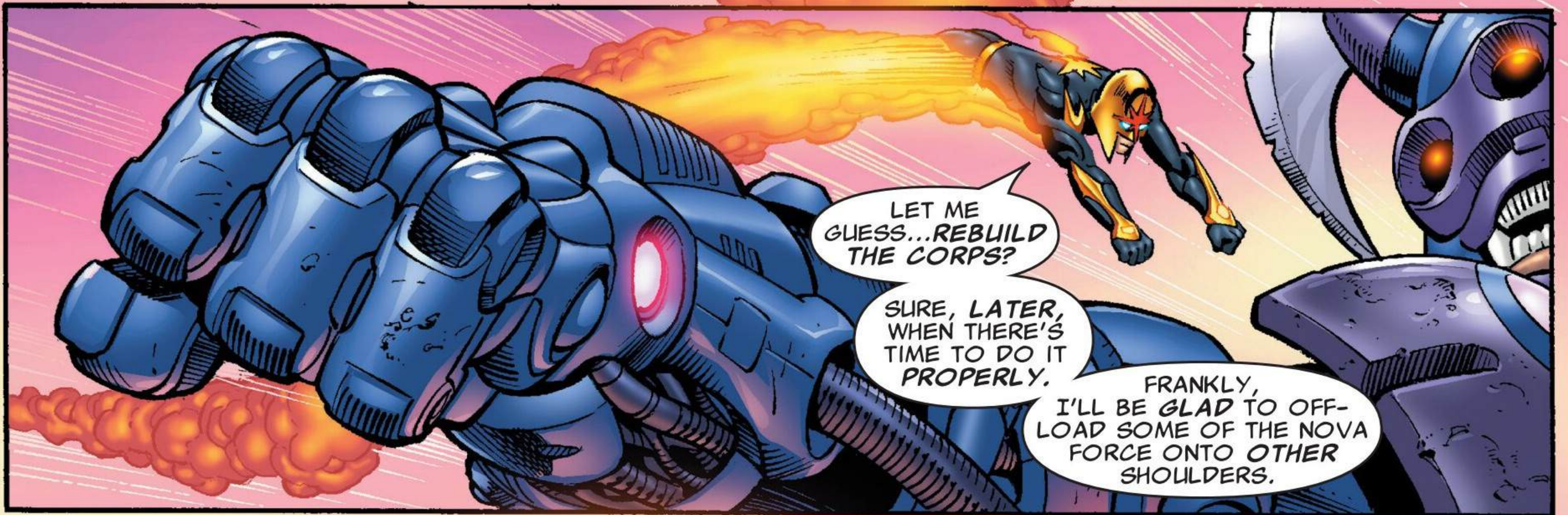
SO THIS
IS HOW IT'S
GOING TO
BE.



ANALYZE THIS
THING'S STRUCTURAL
MAKEUP.

DESPITE ALL THE
ARMOR, I CAN SEE IT'S
TECH-ORGANIC. GROWN
FROM AN ANIMAL. CAN YOU
PINPOINT ITS DERIVATION
WEAKNESSES?

RICHARD, THERE IS
ANOTHER OPTION.



LET ME
GUESS...REBUILD
THE CORPS?

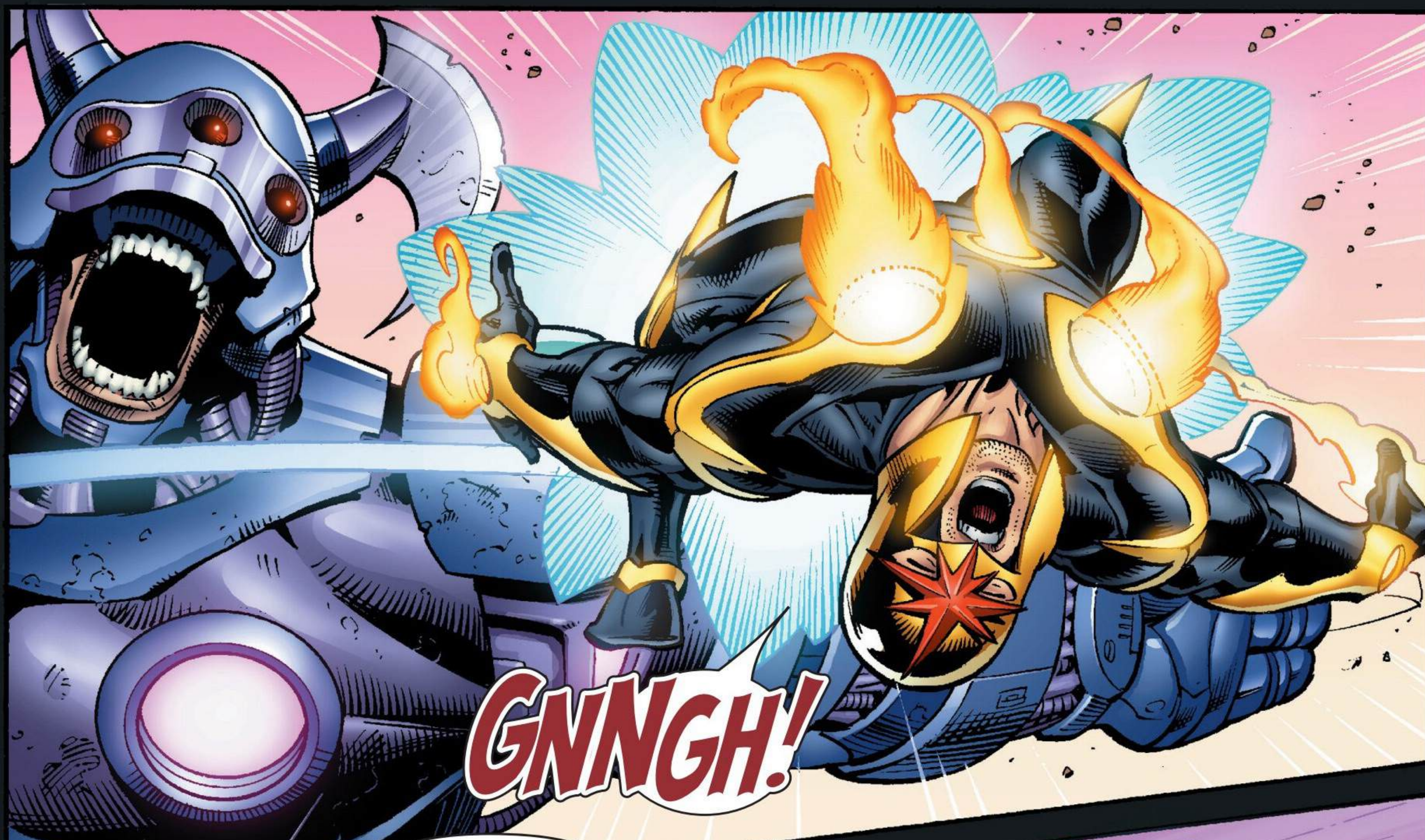
SURE, LATER,
WHEN THERE'S
TIME TO DO IT
PROPERLY.

FRANKLY,
I'LL BE GLAD TO OFF-
LOAD SOME OF THE NOVA
FORCE ONTO OTHER
SHOULDERS.



BUT WHILE
THE GALAXY IS A
FIVE-ALARM FIRE,
THERE ISN'T
TIME.

SHOOT



GNNINGH!

SPEAKING OF
TIME...DERIVATION
WEAKNESSES? AT
ALL?

ANALYSIS
COMPLETE. ROUTING
TO YOUR VISOR.

THE PLANETFALL WEAPON WAS
ENGINEERED FROM THE GENOME
OF AN OTARIIDAE PREDATOR
GENUS NATIVE TO TURAKIS.

THOUGH GIGANTICIZED AND
RETOFITTED WITH EXTENSIVE
STRUCTURAL ARMORWARE,
THE WEAPON RETAINS VULNERABLE
NEURAL PLEXI CONSISTENT
WITH THE SOURCE GENUS.

OPTIMUM
TARGET SUPPLIED.

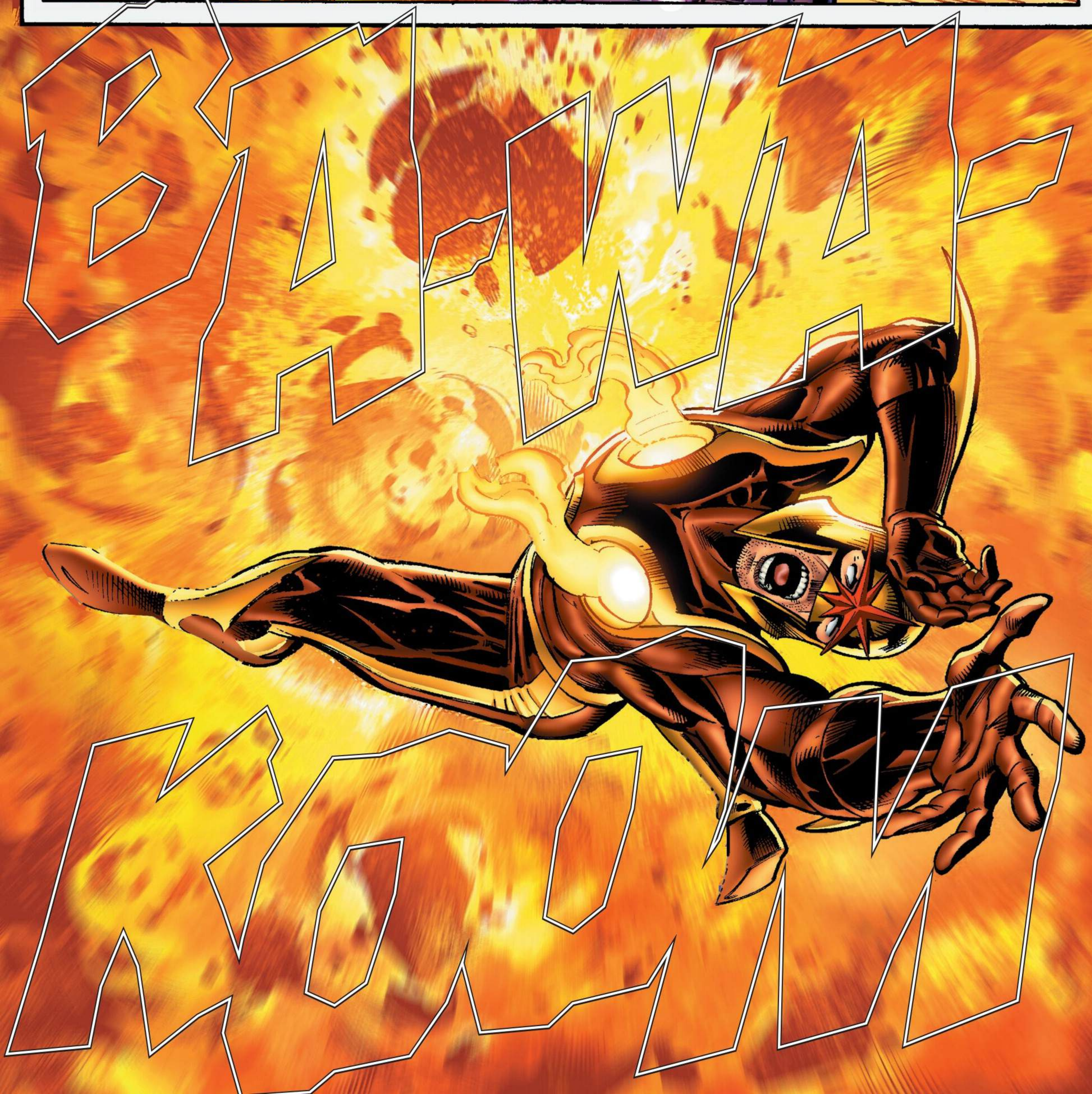


THANK YOU.
COMMIT FULL
GRAVIMETRIC
PULSE, RIGHT
HAND.



RICHARD, THE TURAKIAN
GOVERNMENT MAY WANT THE
PLANETFALL WEAPON RETURNED
TO DEEP-SILO STASIS.

SO THEY
CAN USE IT
AGAIN?





AUDITOR?
THREAT IS
DOWN.

YOU...(EXPRESSION OF
ASTONISHMENT)...YOU (VULGAR
EUPHEMISM FOR KILLED) THE
PLANETFALL WEAPON.

JUST LIKE
THAT.

THE CORPS
MAY BE GONE, BUT
I'M POWERED BY THE
ENTIRE NOVA
FORCE ONCE SHARED
BY ALL CORPSMEN.

I'M
KINDA...FULLY
LOADED.



YOU ARE (IN TERMS
OF BIOLOGICAL ORIGIN)
XANDARIAN?

NO, SIR.
RICHARD RIDER,
FROM EARTH. JUST
AN ORDINARY GUY WHO
GOT MORE THAN HE
EVER BARGAINED
FOR.

("EARTH?")
WHERE IS
THAT?



UP THERE,
TO THE LEFT,
I THINK.

SOMETIMES I
THINK ABOUT GOING
HOME. VISIT THE OLD
NEIGHBORHOOD, YOU
KNOW? BUT NO TIME
FOR THAT NOW.



WHAT YOU
HAVE DONE FOR US
TODAY WAS (EXPRESSION
OF AMAZEMENT WITH
OVERTONE OF
DISBELIEF).

THANKS.



I RECOMMEND
YOUR GOVERNMENT
CONTACT THE SPACE-
KNIGHT RESTITUTION
INITIATIVE.

THEY'RE
GOOD GUYS,
WORKING HARD
TO HELP FOLKS
REBUILD.

THEY MAY
BE ABLE TO RENDER
YOU SOME DISASTER
RELIEF.



IT WON'T BE MUCH, BUT THESE DAYS THERE'S NOT A LOT TO GO AROUND.

I HAVE TO GO. YOU'RE NOT TODAY'S ONLY CODE 8X8.

CENTURION?

YES, SIR?



ARE YOU REALLY (QUERY PHRASING RE: SUBJECT'S VERACITY)...THE ONLY NOVA LEFT?

YEAH. NOT SO MUCH OF ME TO GO AROUND EITHER.



WHAT'S NEXT?



RICHARD, DO YOU REALLY HARBOR A DESIRE TO REVISIT YOUR HOMEWORLD?

EVERYONE GETS HOMESICK NOW AND THEN, WORLDMIND.

BUT LIKE I TOLD THE AUDITOR, IT'S JUST NOT PRACTICAL. THERE'S TOO MUCH TO DO.

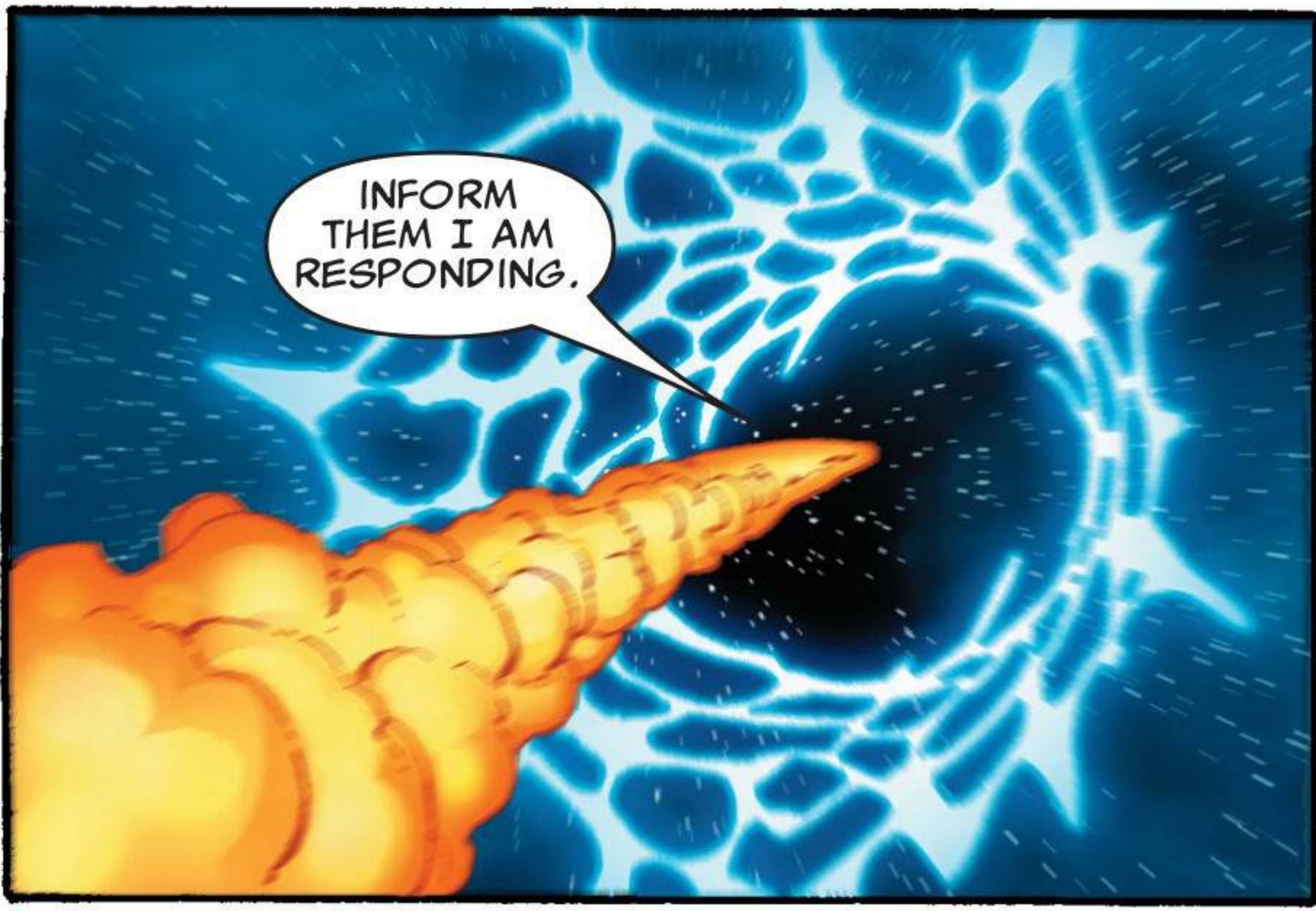
WHAT'S NEXT?



ROUTING YOU THE NEXT PRIORITY, RICHARD.

NOVA CENTURIONS:

EMERGENCY CODE 8X8!
REQUESTING IMMEDIATE CORPS ASSISTANCE.
KREE COLONIAL OUTPOST HALEXA UNDER ATTACK. HOSTILE INVADERS, REPEAT, HOSTILE INVADERS! PLEASE, SOMEONE...



INFORM
THEM I AM
RESPONDING.



HOW
LONG?

AT CURRENT VELOCITY,
THIRTEEN MINUTES,
GRAVIMETRIC. COMPUTING
COURSE AND STARGATE
EXIT MATCH.

RICHARD, I BELIEVE
YOU SHOULD SLOW
DOWN.



IT'S AN 8X8,
WORLD MIND.



I WAS SPEAKING
FIGURATIVELY.
YOU ARE PUSHING
YOURSELF TOO
HARD.

FIRST THE WAR,
NOW THIS CEASELESS
URGENCY, FROM ONE
CRISIS TO ANOTHER.



PEOPLE
NEED MY HELP.
THEY HAVEN'T
GOT TIME TO
WAIT.



YOU NEED TIME. TIME
TO REST, TO EASE BACK.
JUST FOR A WHILE.

WHEN DID
YOU LAST TAKE ON
LIQUID OR FOOD?

I THINK I HAD
SOME RATION BARS
ON HOLZIMM THE
OTHER DAY. RIGHT
AFTER WE SPANKED
THOSE RAIDERS.

YOUR BIO-TRACES ARE
GROWING IRREGULAR. YOU
ARE UNDERNOURISHED AND
LIVING OFF YOUR NERVES.



I FEAR FOR YOUR LONG-TERM
HEALTH AND SANITY. IF YOU
CONTINUE TO WORK AT THIS
RATE, YOU WILL BURN OUT.





NEVER
MIND. GIVE ME
A SIT-REP.

ACCORDING TO THE COLONY'S
PUBLIC LOG, THE ATTACK BEGAN
NINETY-SIX MINUTES AGO.

AN ASSAULT POD, ONE OF THE
BILLIONS RELEASED BY THE
ENEMY DURING THE WAR, HAD
DRIFTED WILDLY OFF COURSE--

WHOA,
WHOA. IT'S
BUGS?

YES.

IT'S
ANNIHILUS' DAMN
BUGS?

ANNIHILATION WAVE TROOP-
DRONES. THE POD IS ESTIMATED
TO HAVE BEEN DRIFTING OFF-
COURSE OUT OF THE CORE SYSTEMS
FOR THREE MONTHS BEFORE BEING
CAUGHT IN HALEXA'S GRAVITY.

ON SURFACE
IMPACT, THE
POD HATCHED.

COLONY DEATH TOLL
NOW ESTIMATED AT
EIGHTEEN HUNDRED.

BUGS...



...LORD, I
AM SO SICK
OF BUGS.

SHKLOOM



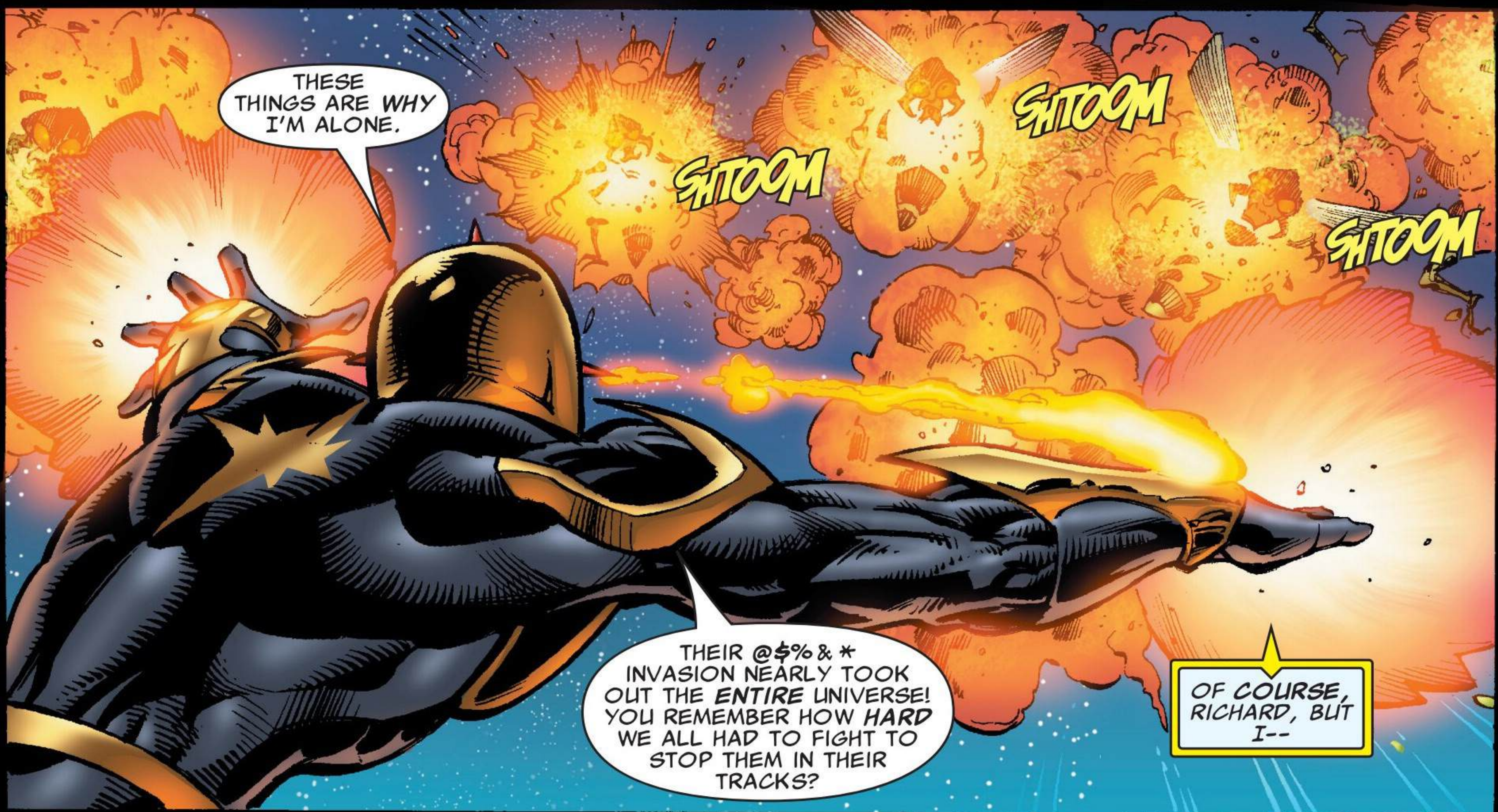
SICK TO DEATH.

ATTENTION, RICHARD--

SKLITCHH



WORLD MIND, DON'T EVEN THINK ABOUT NAGGING ME NOW.



THESE THINGS ARE WHY I'M ALONE.

SHITOOM

SHITOOM

SHITOOM

THEIR @\$%&* INVASION NEARLY TOOK OUT THE ENTIRE UNIVERSE! YOU REMEMBER HOW HARD WE ALL HAD TO FIGHT TO STOP THEM IN THEIR TRACKS?

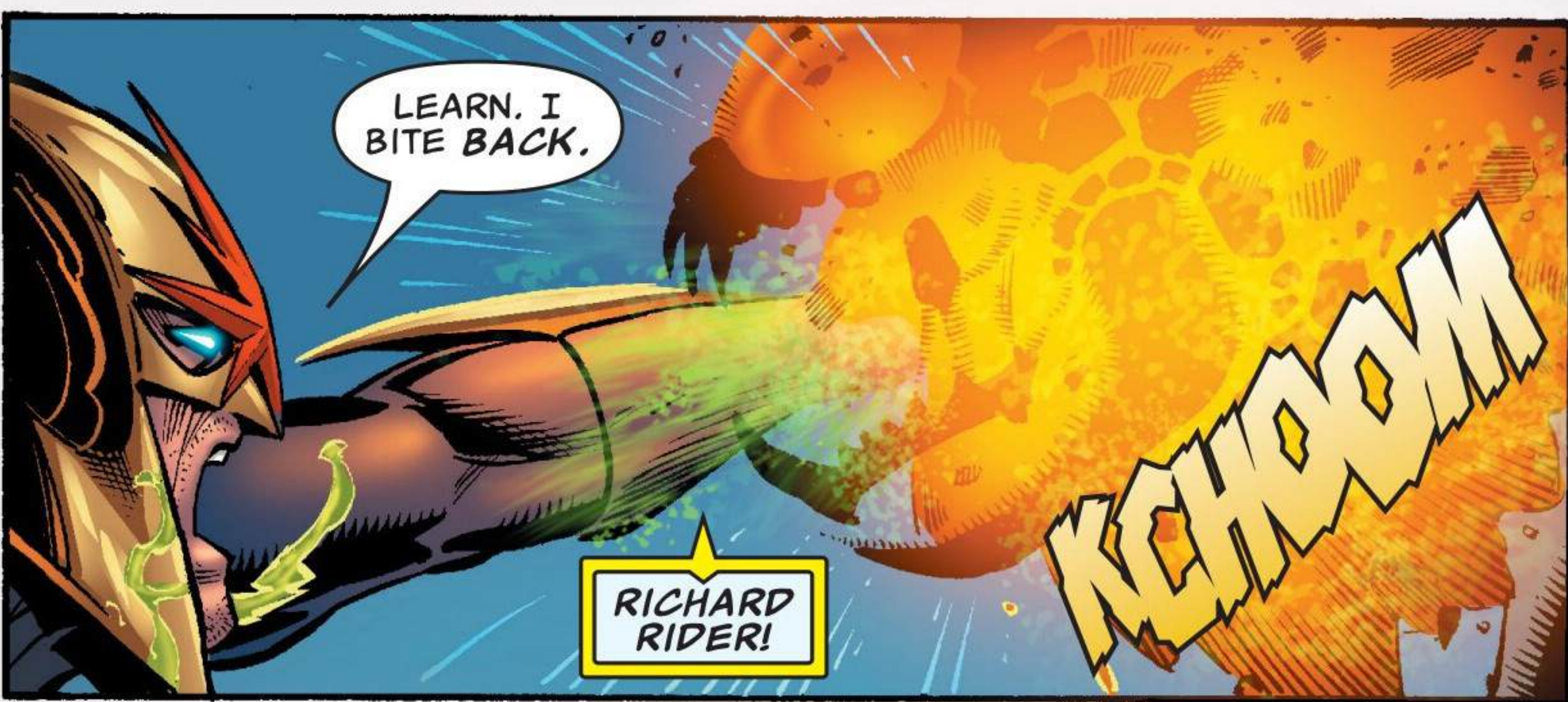
OF COURSE, RICHARD, BUT I--



YOU \$%#@*
MURDERERS...IF ANY
ONE OF YOU THINKS IT'S
GETTING OFF THIS
PLANET ALIVE--



HEY--!



LEARN. I
BITE BACK.

RICHARD
RIDER!



WHAT?!

WHEN YOU'VE FINISHED VENTING
YOUR RAGE, PERHAPS YOU'D CARE TO
TARGET THE POD ITSELF, TO PREVENT
ANY MORE DRONES HATCHING?





IT WAS A LITTLE BRISQUE
OF YOU TO TURN DOWN
THE COLONIAL GOVERNOR'S
INVITATION.

I'M
WHAT NOW?
"BRISQUE"?

COME ON,
DO I LOOK
LIKE A "SIX-DAY
CELEBRATORY
FEAST" KIND
OF GUY?

THE FEAST WAS IN
YOUR HONOR. TO
THANK YOU FOR
DELIVERING THEM.

SMOKING BUGS
IS ITS OWN REWARD.
BESIDES, I DON'T HAVE
SIX DAYS TO WASTE
FEASTING.

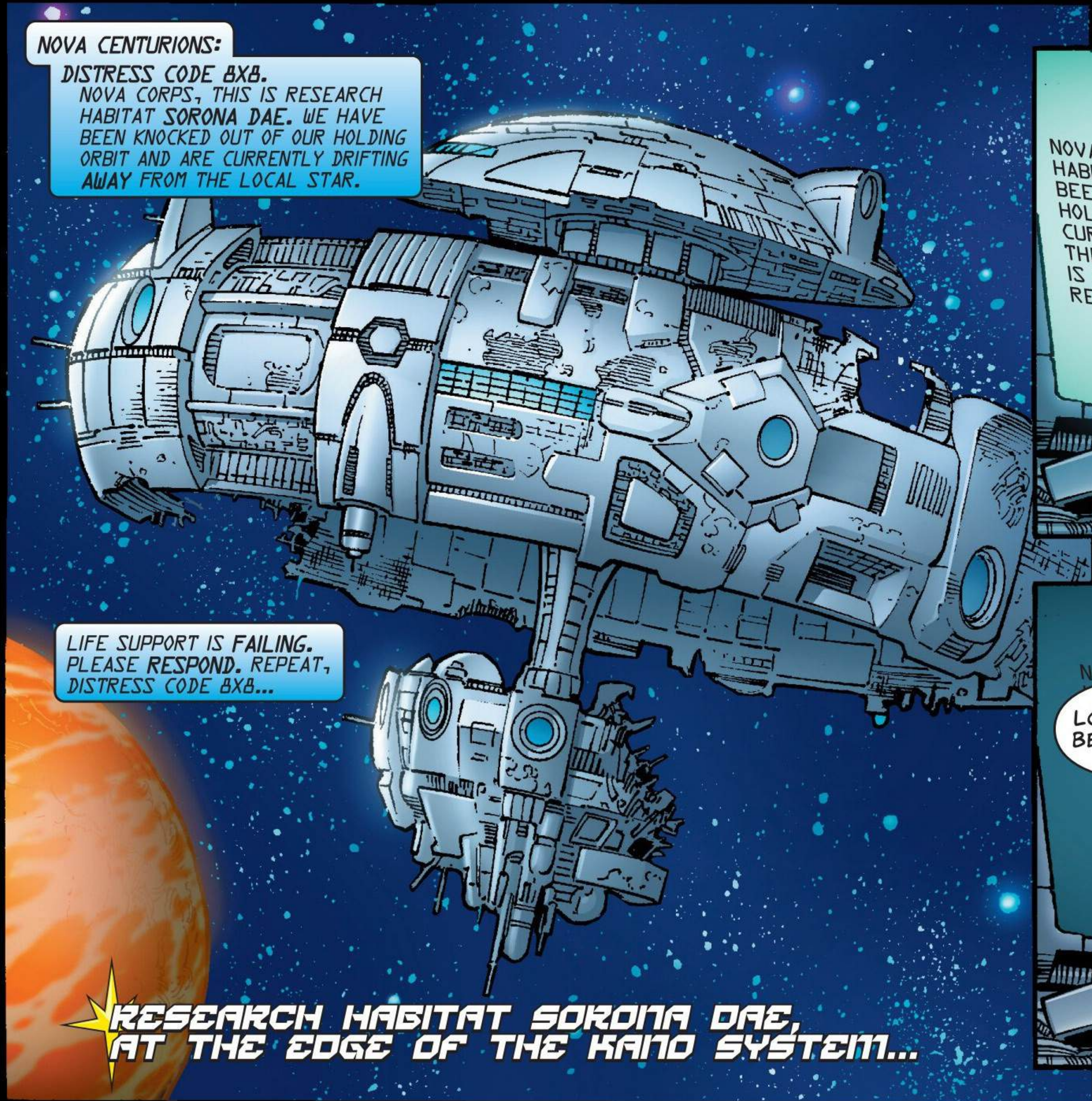
WHAT'S
NEXT?



RICHARD, I REALLY
WISH YOU WOULD
TAKE A MOMENT--

WHAT'S
NEXT?

~SIGH~

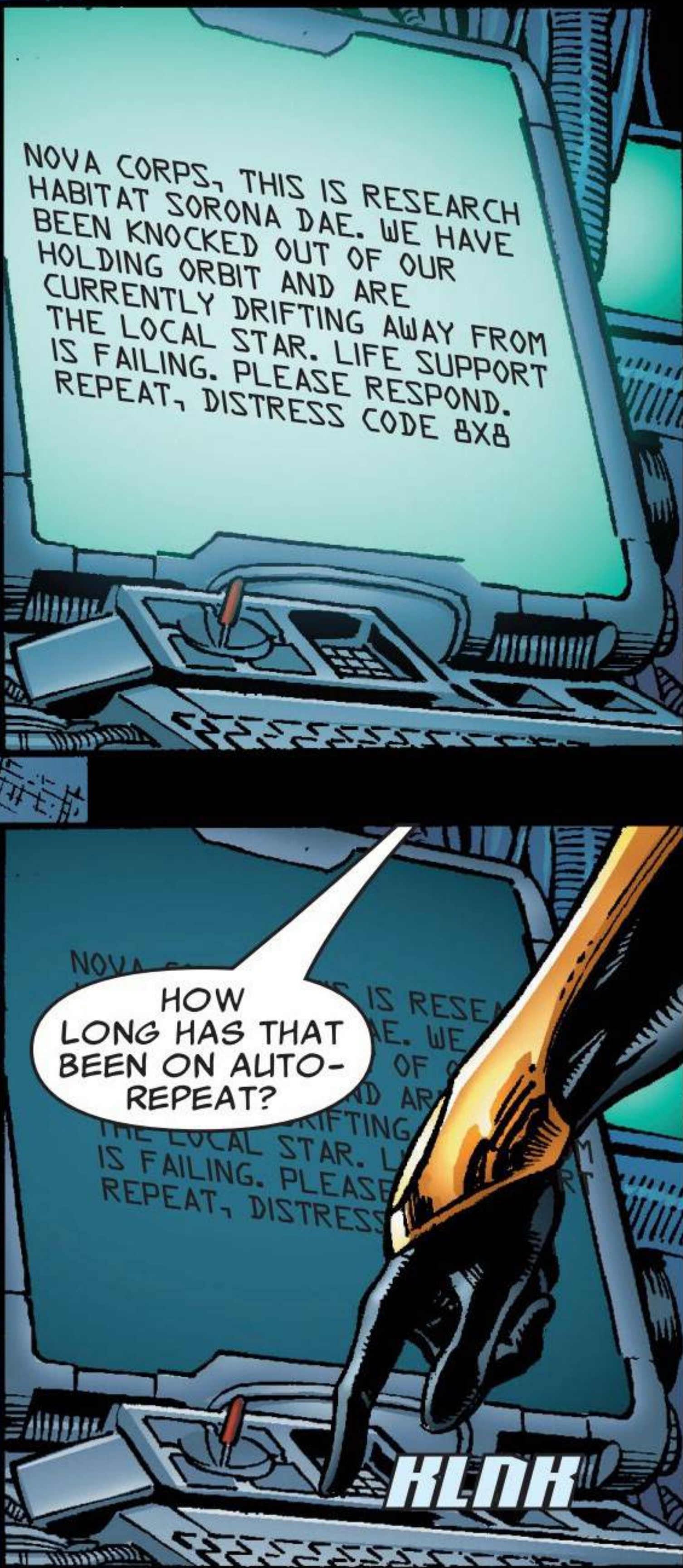


NOVA CENTURIONS:

DISTRESS CODE 8XB.
NOVA CORPS, THIS IS RESEARCH
HABITAT SORONA DAE. WE HAVE
BEEN KNOCKED OUT OF OUR HOLDING
ORBIT AND ARE CURRENTLY DRIFTING
AWAY FROM THE LOCAL STAR.

LIFE SUPPORT IS FAILING.
PLEASE RESPOND. REPEAT,
DISTRESS CODE 8XB...

**RESEARCH HABITAT SORONA DAE,
AT THE EDGE OF THE KAND SYSTEM...**



NOVA CORPS, THIS IS RESEARCH
HABITAT SORONA DAE. WE HAVE
BEEN KNOCKED OUT OF OUR
HOLDING ORBIT AND ARE
CURRENTLY DRIFTING AWAY FROM
THE LOCAL STAR. LIFE SUPPORT
IS FAILING. PLEASE RESPOND.
REPEAT, DISTRESS CODE 8XB

HOW
LONG HAS THAT
BEEN ON AUTO-
REPEAT?

KLNK

AT A ROUGH ESTIMATE, SIX MONTHS. THE HABITAT WAS DISLODGED FROM ITS ORBIT BY THE ANNIHILATION WAVE AT THE START OF THE WAR.

HNNH.
AND THEY'VE ALL
BEEN DEAD...?

THREE MONTHS AT LEAST.
THE LIFE SUPPORT
THRESHOLD FAILED ONE
HUNDRED DAYS AGO.

THE FURTHER THEY
DRIFTED FROM THE
LOCAL STAR, THE
COLDER IT GOT.

RICHARD?

ALL THEY WERE
ASKING FOR WAS
MY HELP...A
LITTLE HELP...

RICHARD, I HAVE
EXPLAINED THIS. THERE IS
A CONSIDERABLE BACK-
LOG OF DISTRESS CALLS.

WE ARE WORKING
THROUGH THEM, BUT YOU
ARE ONLY ONE MAN--

THAT'S RIGHT. ONE MAN.
SO WHY AM I WASTING
TIME TALKING WHEN I
SHOULD BE DOING?

WHAT'S
NEXT?

RICHARD,
WE--

WHAT'S NEXT?
WHAT THE \$%?***
IS NEXT?

SHOW IT
TO ME! LEAD
ME TO IT!
NOW!

NOVA CENTURIONS:

DISTRESS CODE 8XB!
STELLAR STORM DISASTER IN PROGRESS,
HINDSUN EIGHT. MASSIVE LOSS OF LIFE.
PLEASE ADVISE HOW SOON WE CAN EXPECT
NOVA CORPS RESCUE MISSION.

TELL THEM I AM
RESPONDING.

AND SHOW
ME HINDSUN EIGHT.
ZONE CHART AND
VECTORS.

ON YOUR VISOR
DISPLAY NOW.

HINDSUN EIGHT IS PROXIMAL
TO 35 ZAGRADUS, FIFTY-NINE
MINUTES DISTANT, GRAVIMETRIC.

FIFTY-NINE--?
THERE'S GOT TO BE
A FASTER--

COMPUTING COURSE
AND STARGATE EXIT
MATCH...

SCREW
THAT! WE NEED
A MORE DIRECT
ROUTE!

RICHARD RIDER,
DON'T YOU EVEN
THINK OF--

SHUT UP. I'VE
BEEN DOING THIS
LONG ENOUGH TO PLOT
MY OWN COURSES. YOUR
COMPUTATIONS WOULD HAVE
TAKEN US THE LONG
WAY AROUND!

THIS WAY
IS DIRECT. IT'LL
SHAVE FORTY
MINUTES OFF THE
JOURNEY.

RICHARD, IT IS CRITICAL THAT
YOU DESIST FROM THIS ACTION.
THE COURSE YOU HAVE SELECTED
TAKES US TOO CLOSE
TO THE PARSHAD COLLAPSAR.

THE
WHAT?

A SUPER-GRAVITATIONAL EVENT,
RICHARD. WHY DO YOU THINK I
PLOTTED A COURSE AROUND IT?

NHH!
JEEZ! WHAT'S
HAPPENING?

WARNING! RICHARD, YOUR
CURRENT COURSE ENDANGERS
THE WORLD MIND!



OH
GOD. GONNA
HURL.

ABORT, RICHARD!
ABORT COURSE
NOW! NOW!

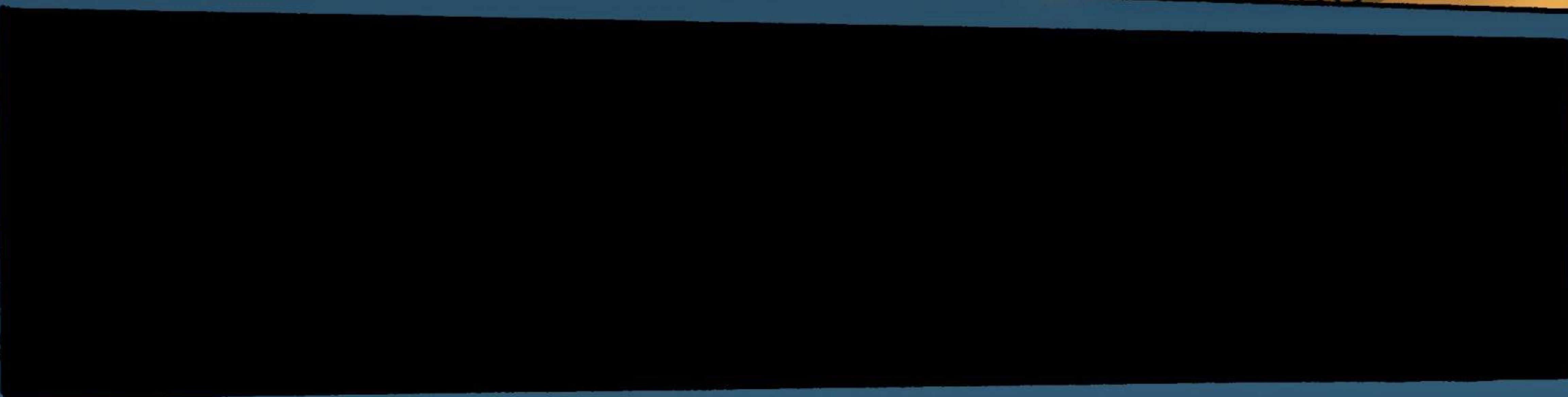


I
CAN'T--
IT
WON'T--
WORLD MIND?

ERROR
ERROR
ERROR



WORLD MI--



ERROR
ERROR
ERROR

OH,
CRAP.



JEEZ...

R- RI- RICH-
RICHARD?

DON'T SAY
IT, WORLDMIND.
I KNOW. I
SCREWED UP.



ARE YOU
ALL RIGHT,
RICHARD?

I SEEM
TO BE IN ONE
PIECE.

THAT WAS CLOSE.
YOU BARELY MANAGED
TO ABORT THE--

I KNOW. I
KNOW, OKAY?
AND YOU'RE
RIGHT.

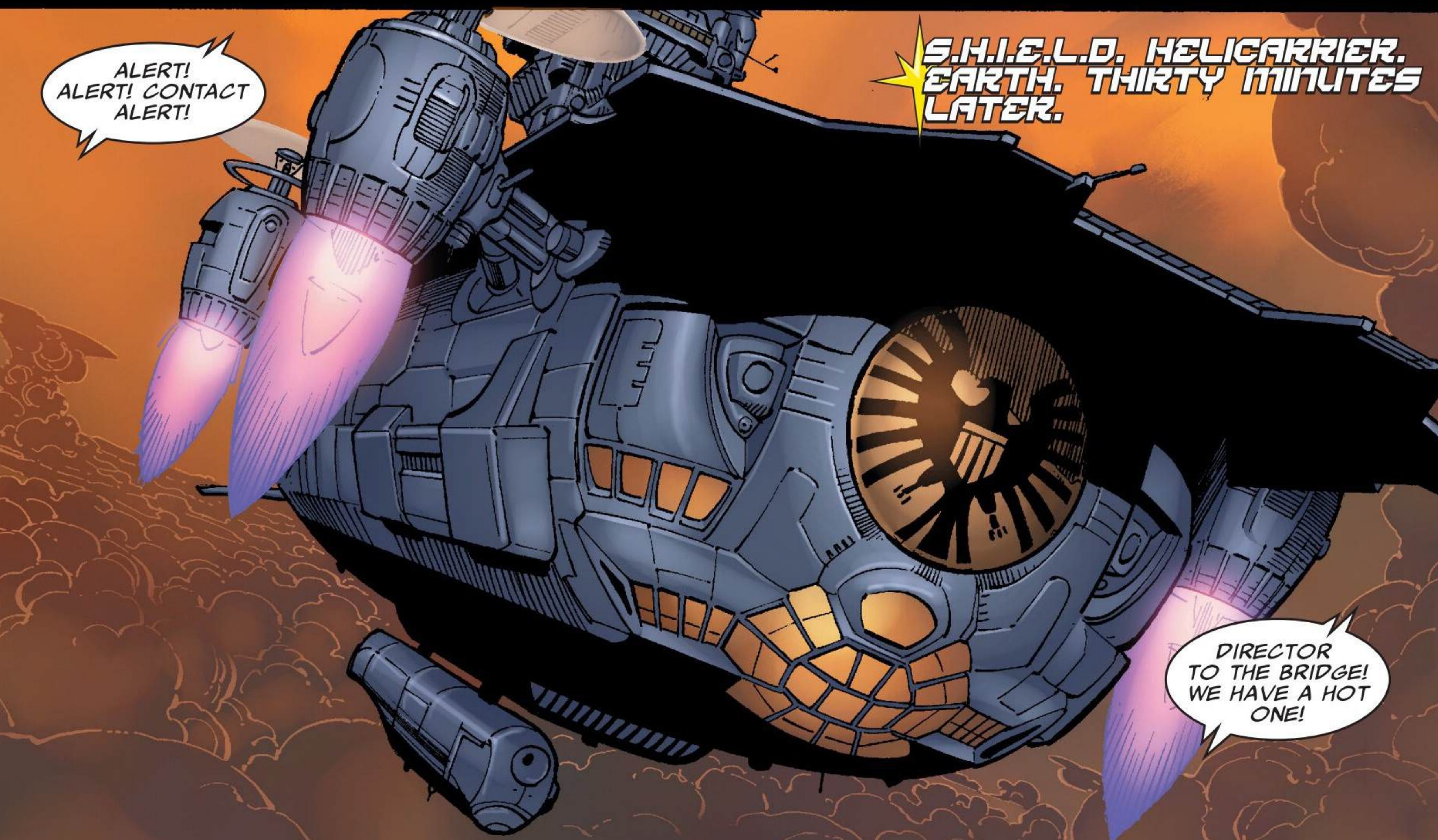
I AM?



I NEED
TO STOP AND
REST. JUST FOR A
LITTLE WHILE AT
LEAST.

THAT'S GOOD
TO HEAR.

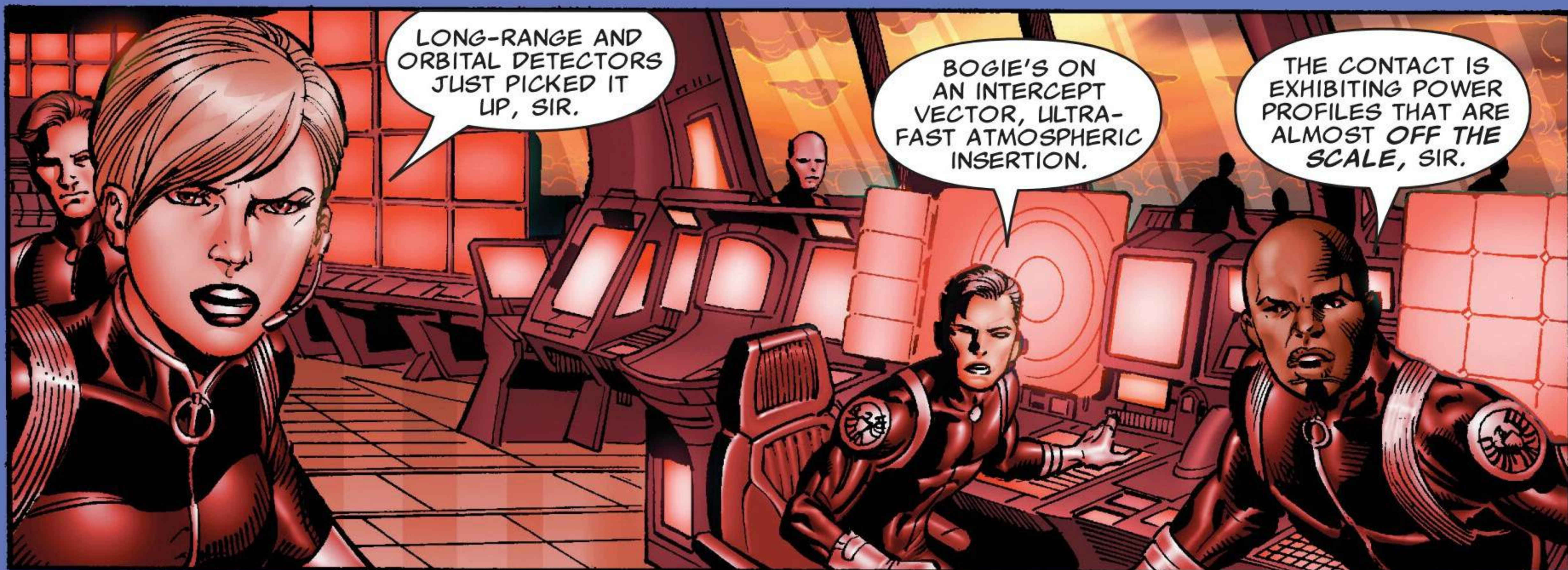
REMEMBER WHEN
WE DISCUSSED VISITING
YOUR HOMEWORLD...?



**S.H.I.E.L.D. HELICARRIER.
EARTH. THIRTY MINUTES
LATER.**

ALERT!
ALERT! CONTACT
ALERT!

DIRECTOR
TO THE BRIDGE!
WE HAVE A HOT
ONE!



LONG-RANGE AND ORBITAL DETECTORS JUST PICKED IT UP, SIR.

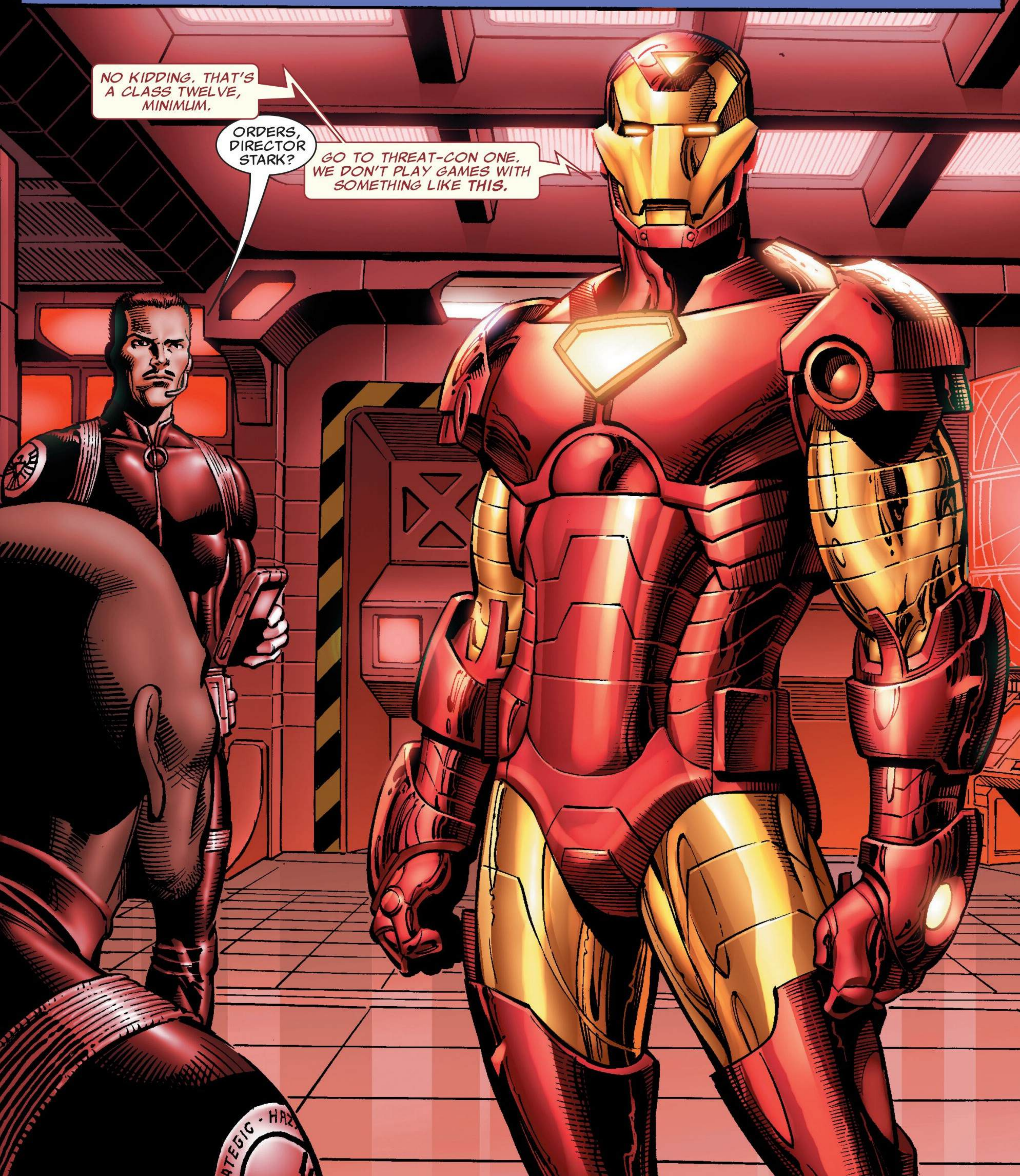
BOGIE'S ON AN INTERCEPT VECTOR, ULTRA-FAST ATMOSPHERIC INSERTION.

THE CONTACT IS EXHIBITING POWER PROFILES THAT ARE ALMOST OFF THE SCALE, SIR.

NO KIDDING. THAT'S A CLASS TWELVE, MINIMUM.

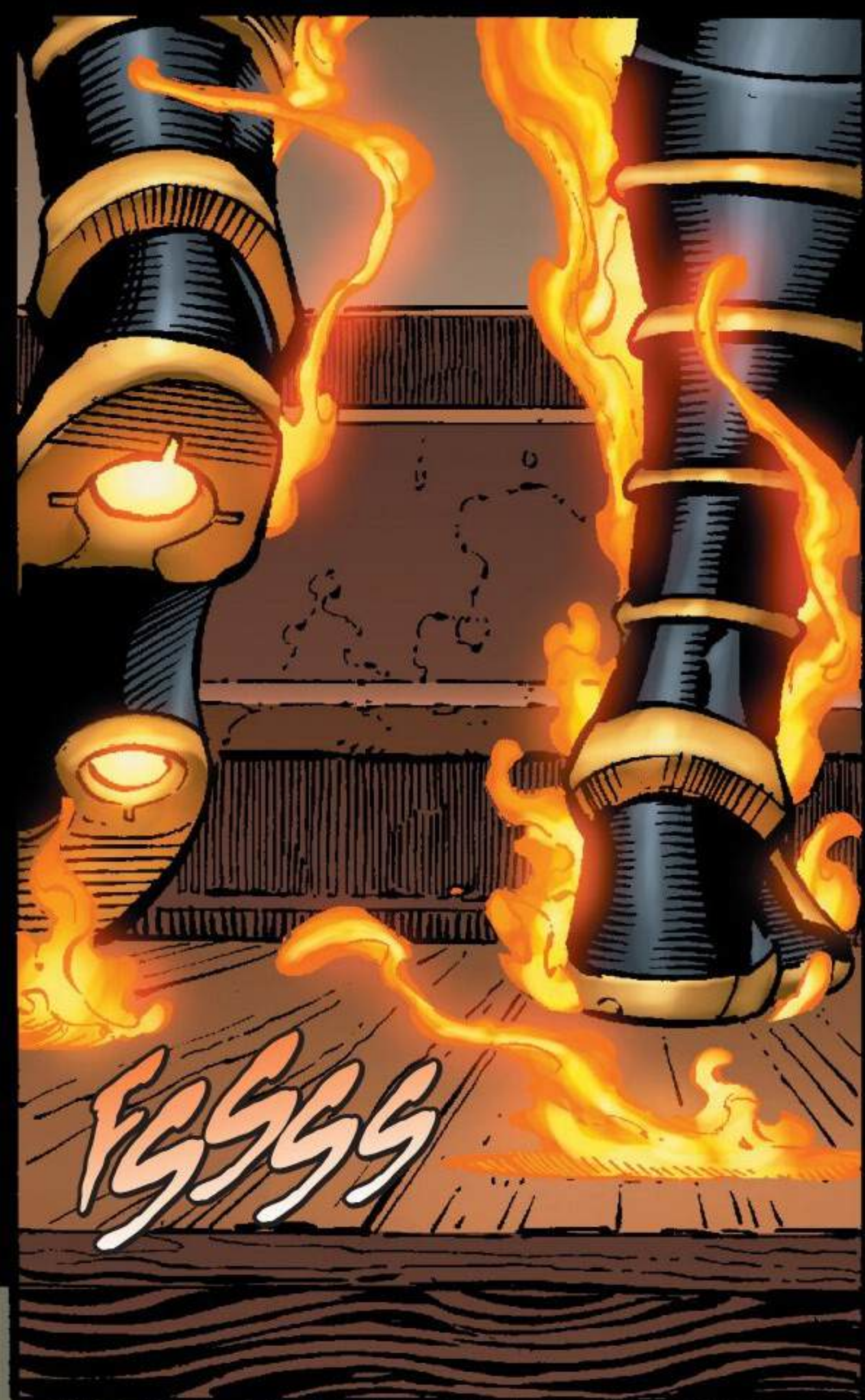
ORDERS, DIRECTOR STARK?

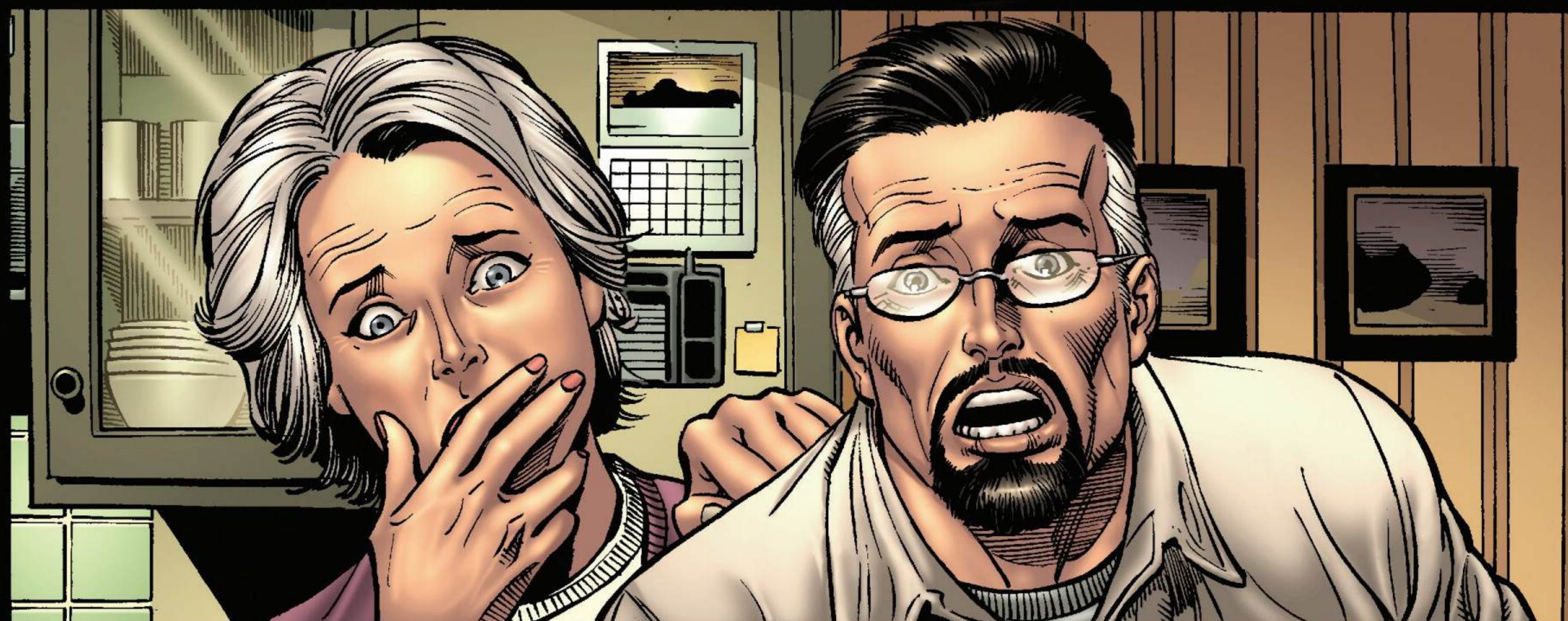
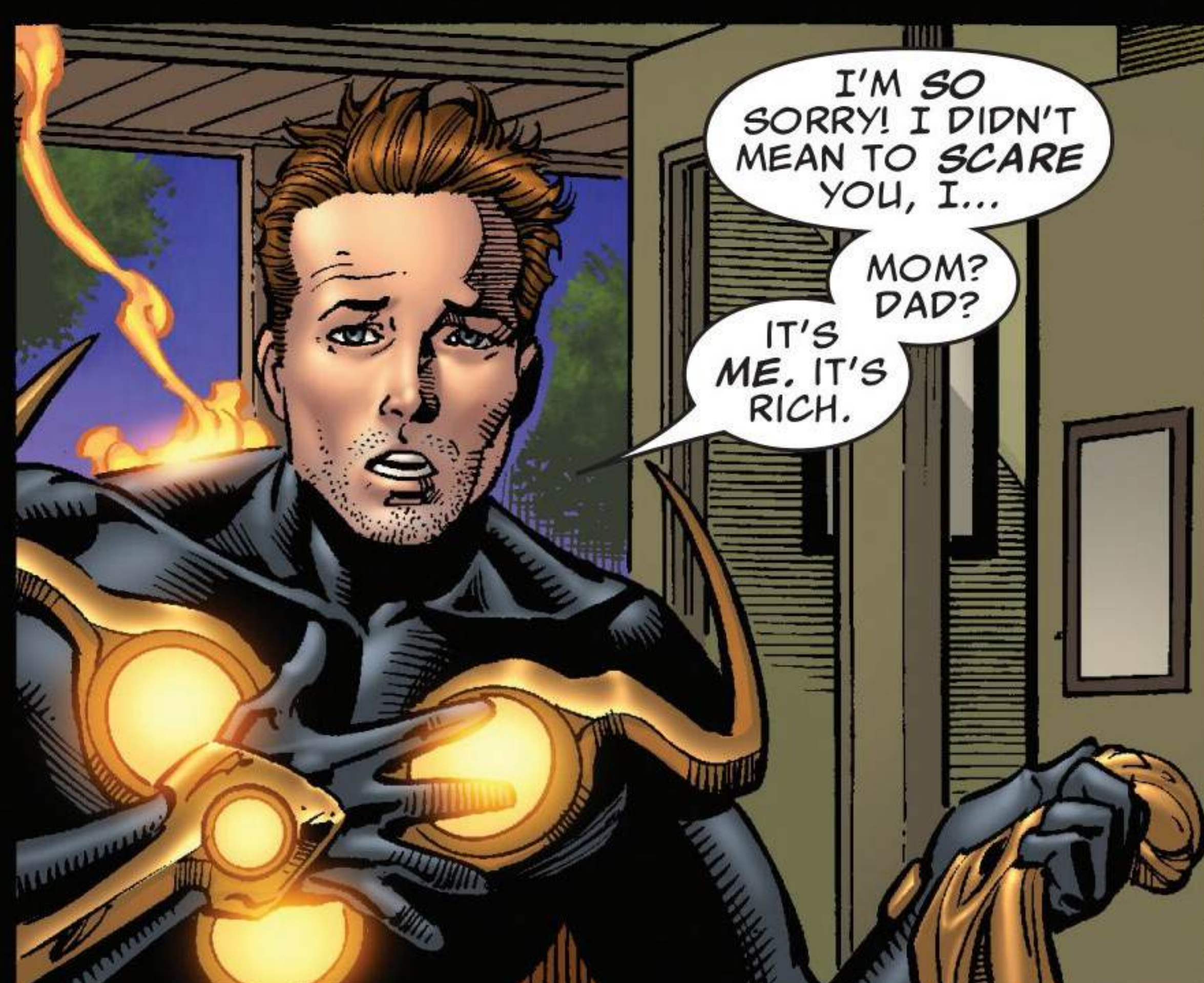
GO TO THREAT-CON ONE. WE DON'T PLAY GAMES WITH SOMETHING LIKE THIS.











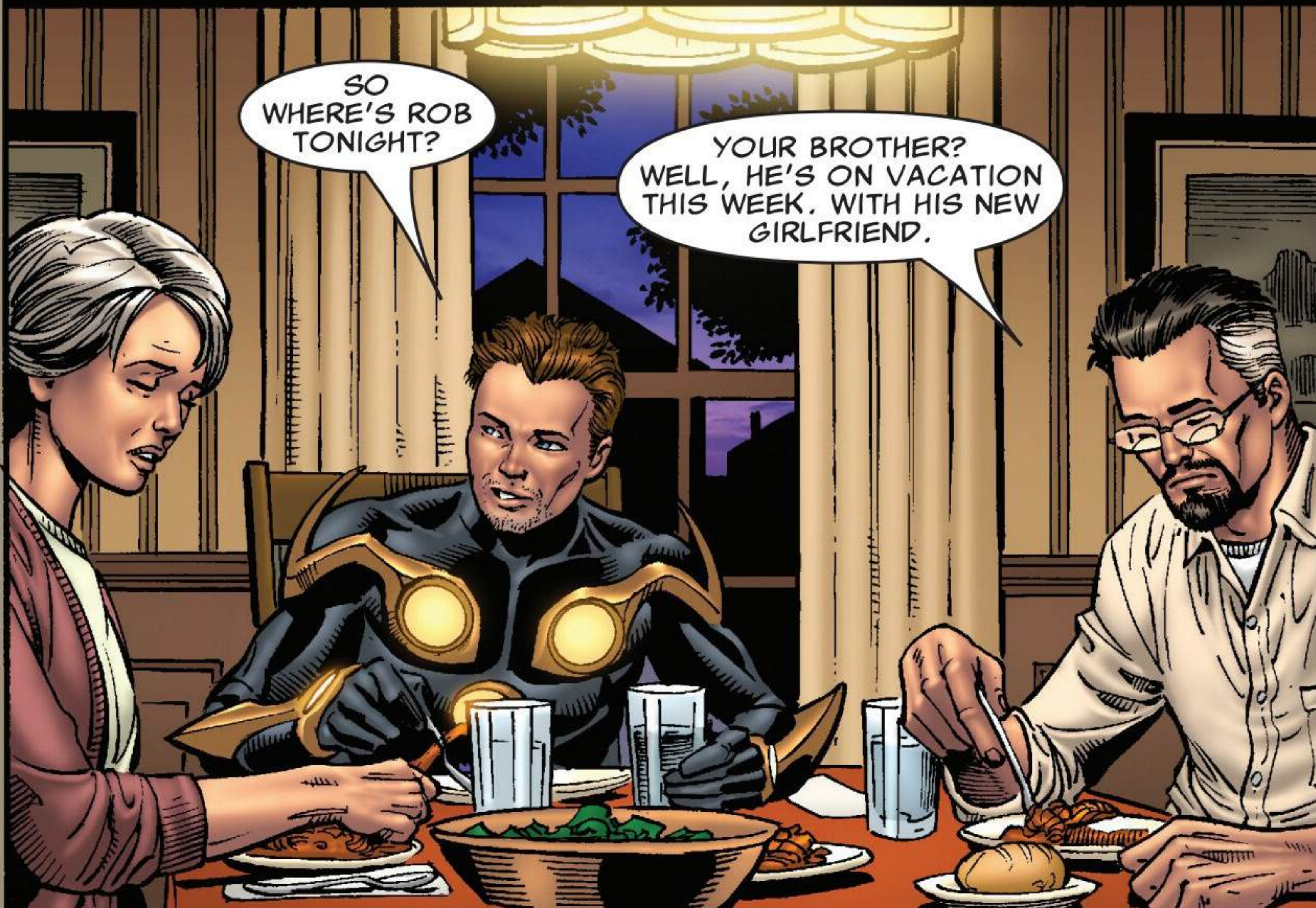
ALIENATION

MOM, THIS IS GREAT.
YOU HAVE NO
IDEA HOW MUCH I'VE
MISSED -MMMPPH!
HOME COOKING.



SO
WHERE'S ROB
TONIGHT?

YOUR BROTHER?
WELL, HE'S ON VACATION
THIS WEEK. WITH HIS NEW
GIRLFRIEND.



ROB'S GOT
A GIRL? MAN, HOW
LONG HAVE I BEEN
AWAY?



YOU HAVEN'T
BEEN AROUND IN A
WHILE, RICHARD.

WE
THOUGHT
YOU WERE
DEAD.



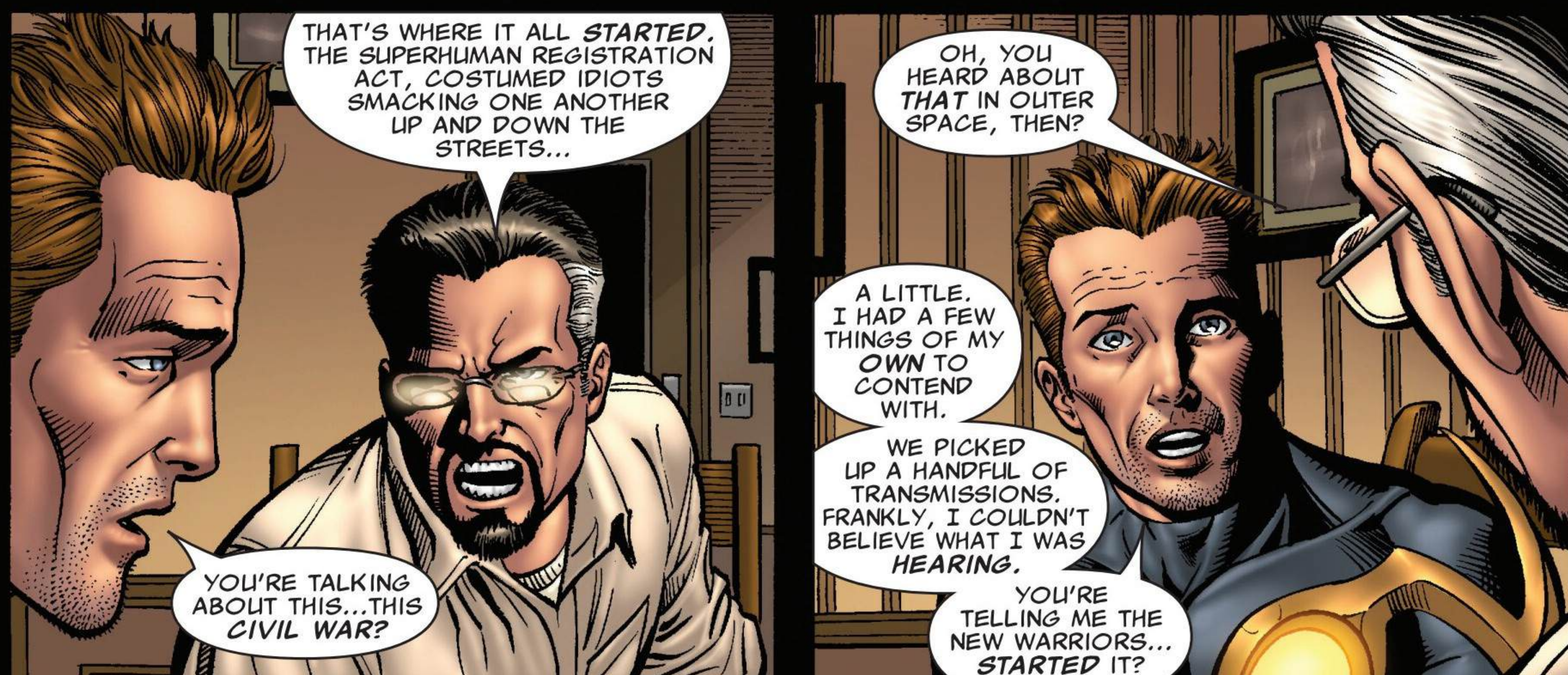
Y--
WHAT?

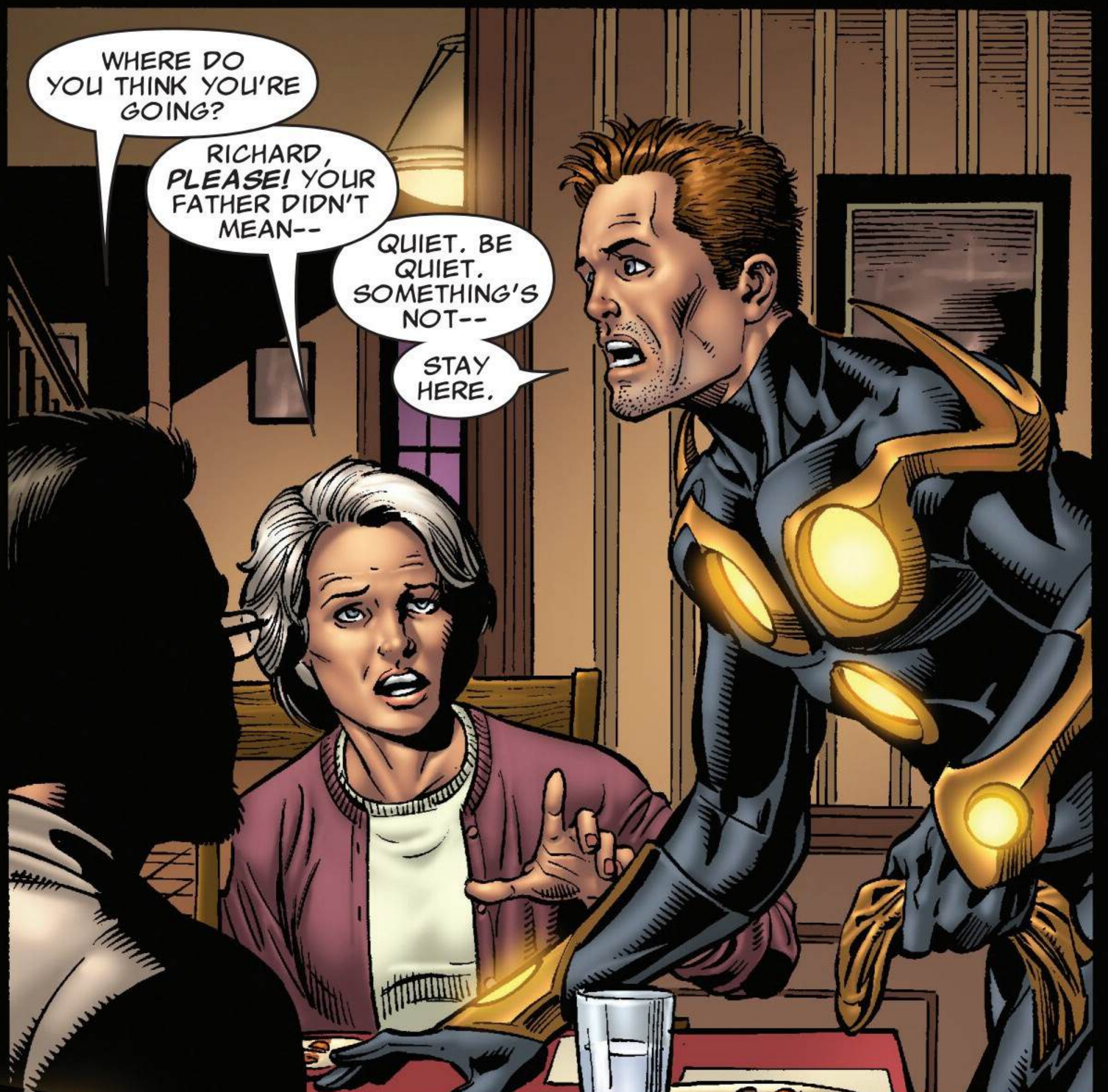
THAT'S NOT
TRUE! WE ONLY THOUGHT
THAT FOR A WEEK OR TWO,
CHARLES! ONCE CNN HAD
BROADCAST THE NAMES OF
THE DEAD, WE...

...WELL, IT
WAS SUCH A RELIEF
TO KNOW YOU HADN'T
BEEN INVOLVED.

SO THEN WE
THOUGHT YOU WERE
LOST SOMEWHERE
IN OUTER SPACE.

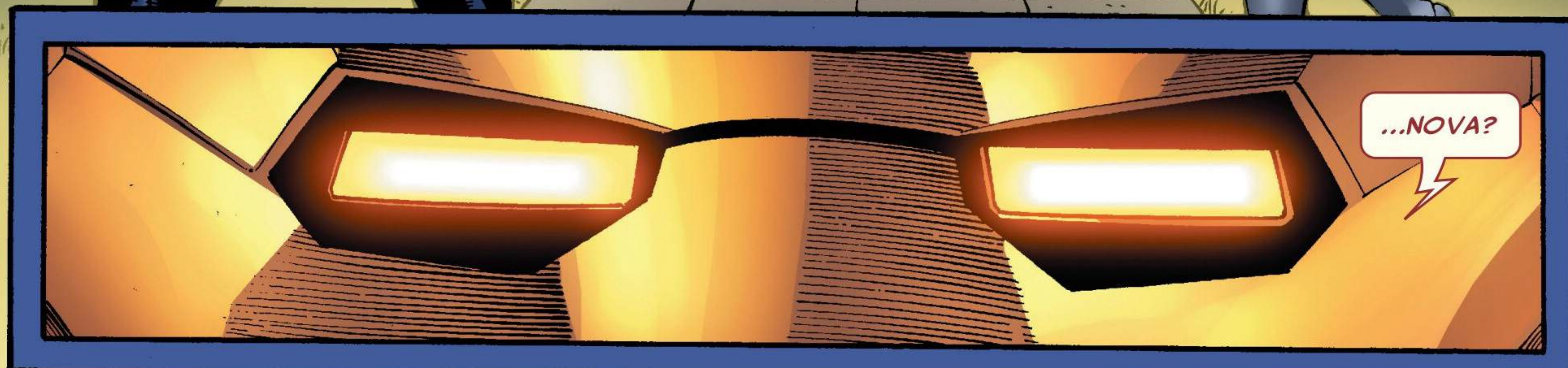




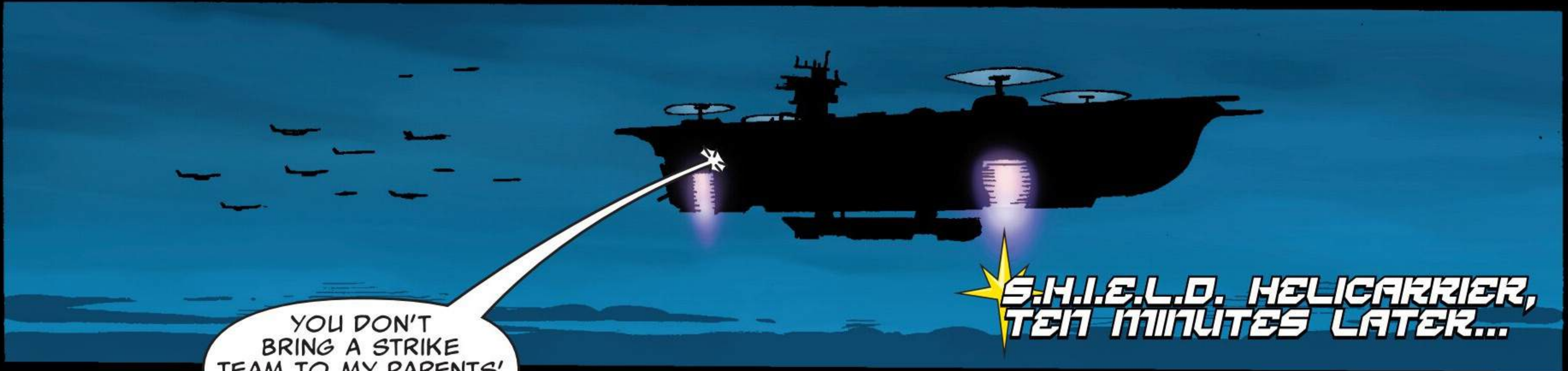




LET'S NOT MAKE A SCENE OUT OF THIS. PLEASE COOPERATE WITH THE...

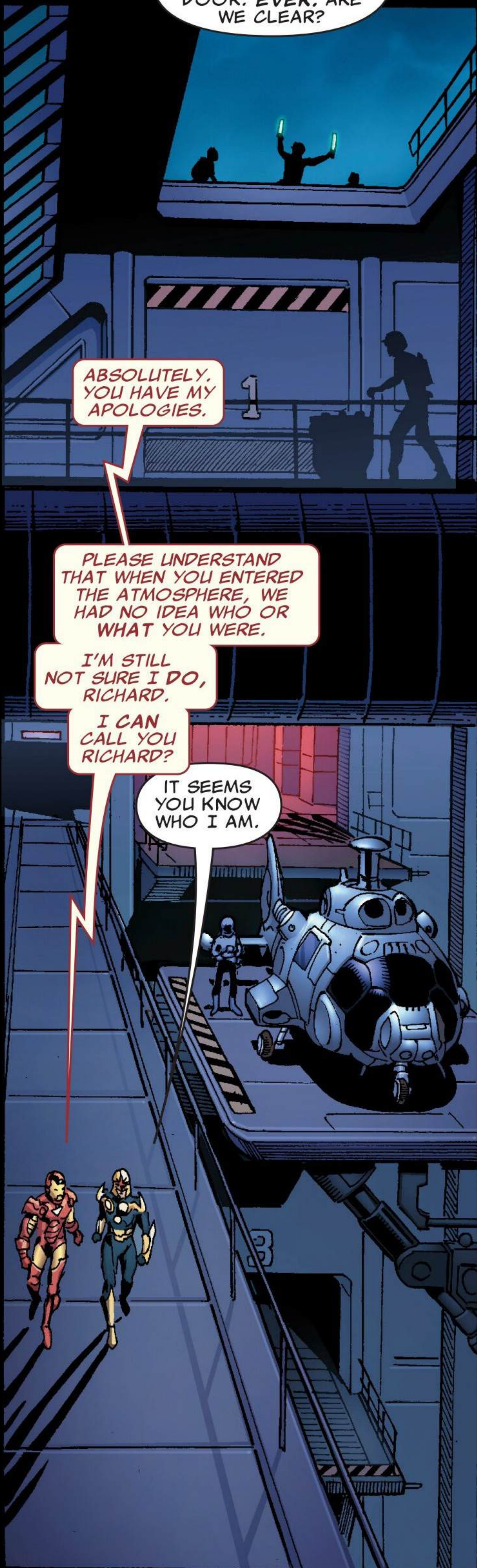


...NOVA?



**S.H.I.E.L.D. HELICARRIER,
TEN MINUTES LATER...**

YOU DON'T
BRING A STRIKE
TEAM TO MY PARENTS'
DOOR. EVER. ARE
WE CLEAR?



ABSOLUTELY.
YOU HAVE MY
APOLOGIES.

PLEASE UNDERSTAND
THAT WHEN YOU ENTERED
THE ATMOSPHERE, WE
HAD NO IDEA WHO OR
WHAT YOU WERE.

I'M STILL
NOT SURE I DO,
RICHARD.

I CAN
CALL YOU
RICHARD?

IT SEEMS
YOU KNOW
WHO I AM.



WHEN THE
REGISTRATION ACT WAS
PASSED, COSTUMED
HEROES WERE REQUIRED
TO REPORT THEIR **SECRET
IDENTITIES** TO S.H.I.E.L.D.
I CONTROL THAT
DATABASE.

BUT I'M
AFRAID THE NAMES OF
THE NEW WARRIORS GOT
LEAKED AFTER STAMFORD.
THE MEDIA AND THE PUBLIC
HAVE DAMNED YOU BY
ASSOCIATION.

I'M TONY
STARK.

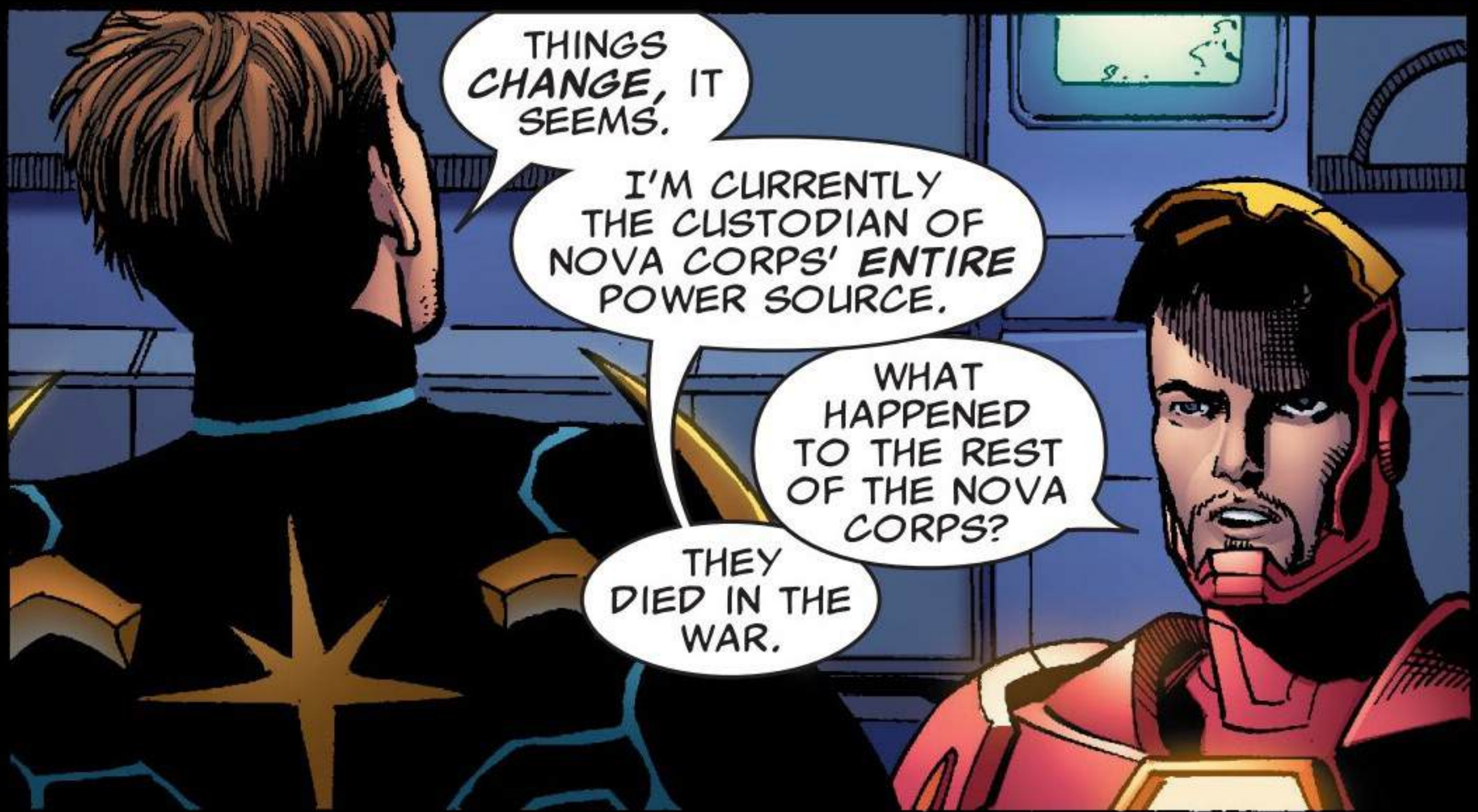


RICHARD RIDER,
NOVA CORPS CENTURION
1124 9-4 4 396.

I'M HOME
ON SHORE LEAVE,
MR. STARK. I HAVEN'T
COME TO CAUSE
TROUBLE.

CALL ME
TONY.

WE SCANNED
YOUR **POWER
PROFILE**, RICHARD.
YOU'RE NOT...HOW
CAN I PUT THIS?
YOU'RE NOT THE
NOVA WE USED
TO KNOW.



THINGS
CHANGE, IT
SEEMS.

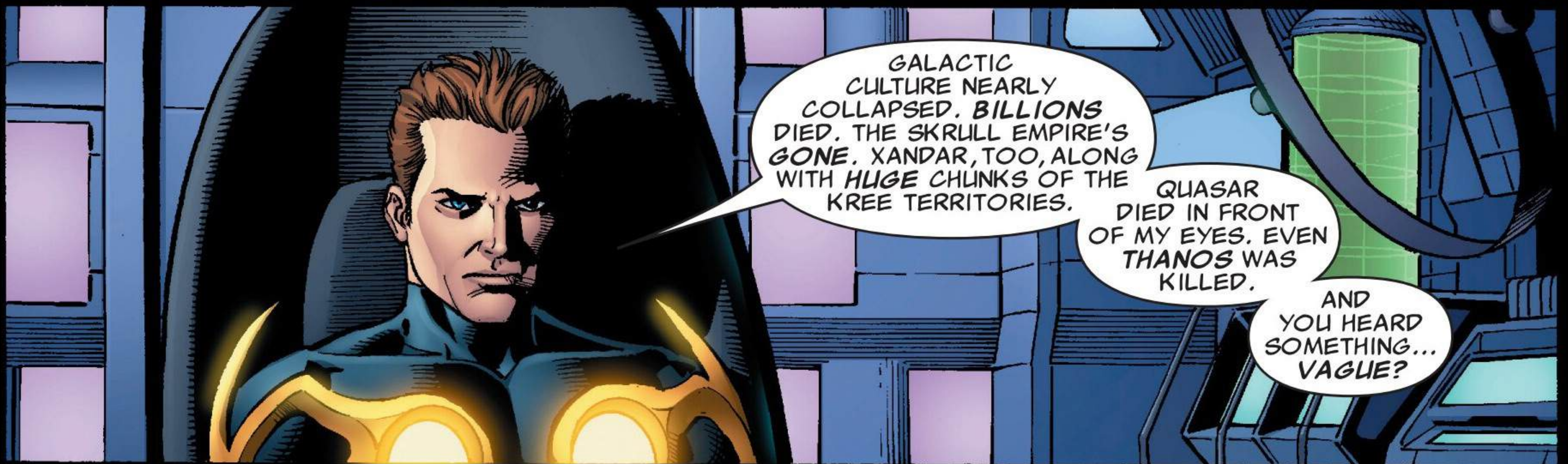
I'M CURRENTLY
THE CUSTODIAN OF
NOVA CORPS' **ENTIRE
POWER SOURCE**.

WHAT
HAPPENED
TO THE REST
OF THE NOVA
CORPS?

THEY
DIED IN THE
WAR.



WHAT
WAR ARE WE
TALKING ABOUT,
RICHARD?



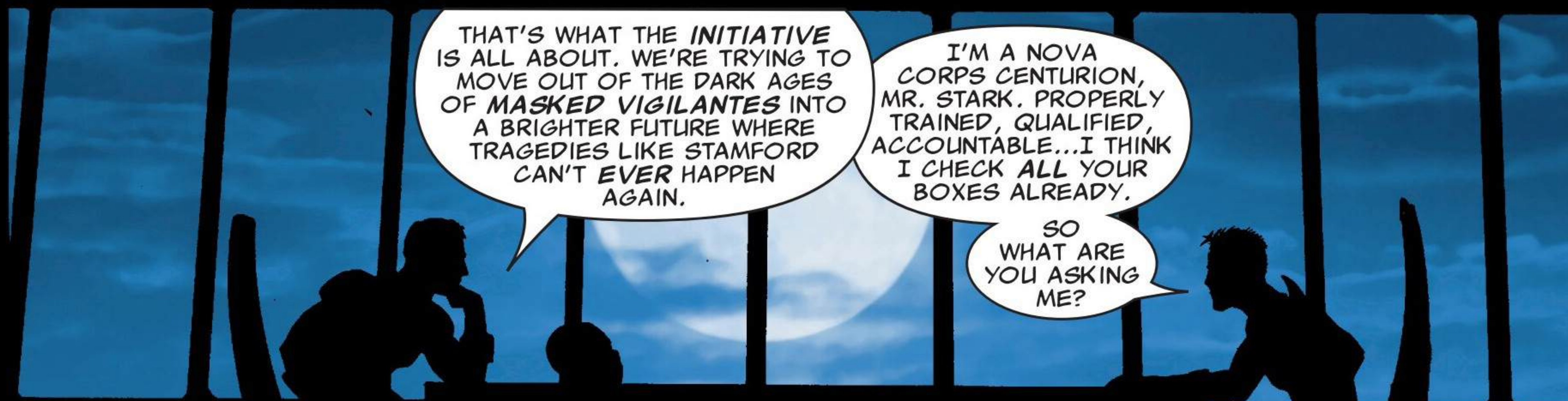


I'D LIKE YOU TO TAKE THE TIME TO CONSIDER WHAT'S HAPPENED ON EARTH SINCE YOU WERE LAST HERE, RICHARD.

IT MUST COME AS QUITE A **SHOCK** TO YOU. WE'RE TALKING ABOUT A **PROFOUND** CULTURAL SHIFT FOR THE **BETTERMENT** OF MANKIND.

PEOPLE WANT THIS, RICHARD. THEY **NEED** THE SUPERHUMANS OF THE WORLD TO BE RESPONSIBLE, PROPERLY TRAINED, QUALIFIED...

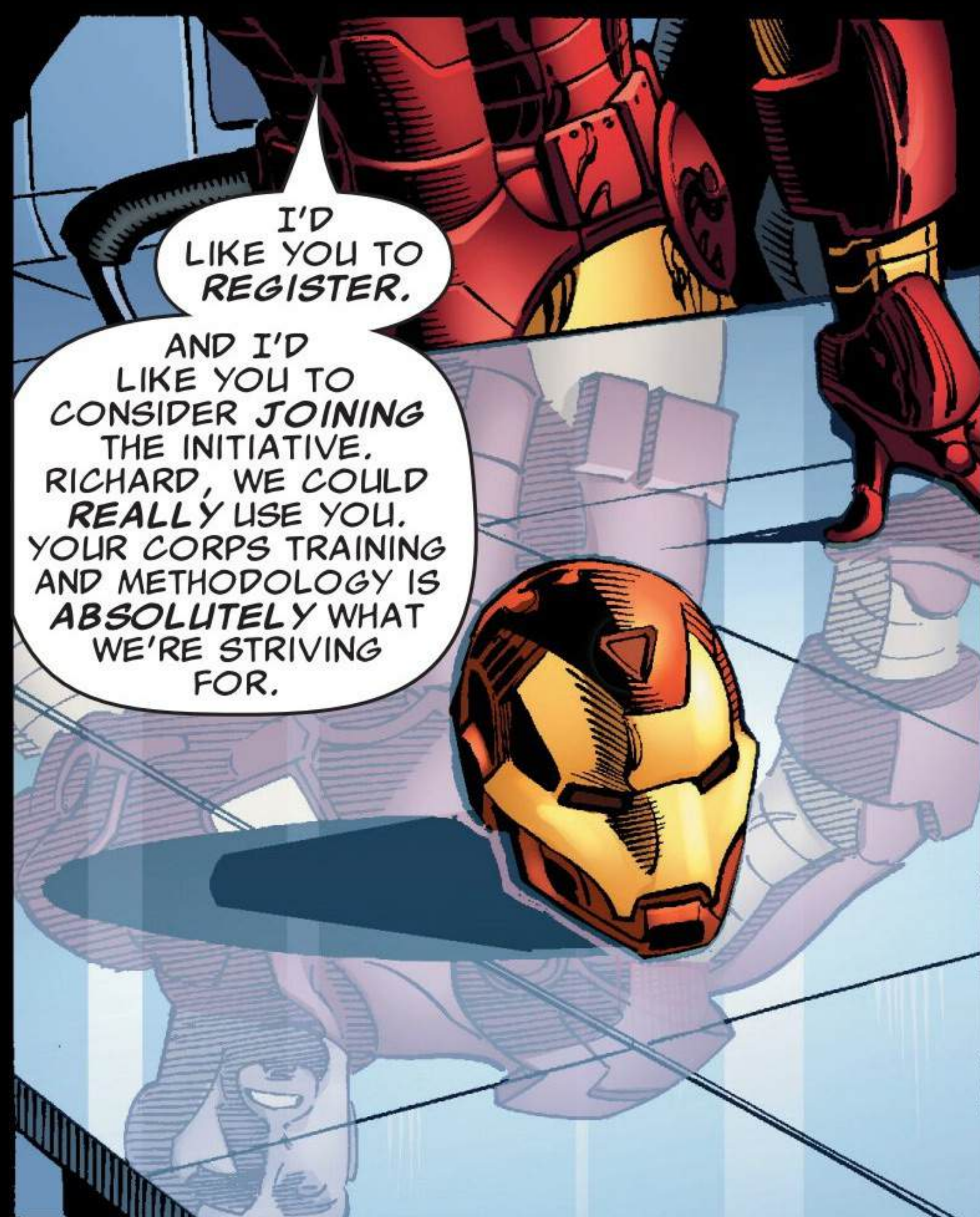
...AND, ULTIMATELY, **ACCOUNTABLE**.



THAT'S WHAT THE **INITIATIVE** IS ALL ABOUT. WE'RE TRYING TO MOVE OUT OF THE DARK AGES OF **MASKED VIGILANTES** INTO A BRIGHTER FUTURE WHERE TRAGEDIES LIKE STAMFORD CAN'T **EVER** HAPPEN AGAIN.

I'M A NOVA CORPS CENTURION, MR. STARK. PROPERLY TRAINED, QUALIFIED, ACCOUNTABLE...I THINK I CHECK **ALL** YOUR BOXES ALREADY.

SO WHAT ARE YOU ASKING ME?



I'D LIKE YOU TO **REGISTER**.

AND I'D LIKE YOU TO CONSIDER **JOINING** THE INITIATIVE. RICHARD, WE COULD **REALLY** USE YOU. YOUR CORPS TRAINING AND METHODOLOGY IS **ABSOLUTELY** WHAT WE'RE STRIVING FOR.



I WON'T LIE...HAVING A MEMBER OF THE NEW WARRIORS IN THE INITIATIVE, DISPLAYING **IMPECCABLE** DISCIPLINE AND RESPONSIBILITY...

...WELL, IT WOULD HELP HEAL SOME **DEEP** WOUNDS. IT WOULD HELP THE PUBLIC **REVISE** ITS OPINIONS OF SUPERHUMANS IN GENERAL...

...AND OF THE NEW WARRIORS IN **PARTICULAR**, GOD REST THEIR SOULS.



I UNDERSTAND WHAT YOU'RE SAYING. "WITH GREAT POWER--"

"...COMES GREAT RESPONSIBILITY." AS PETER PARKER SO NEATLY PUT IT.

YOU MEAN **SPIDER-MAN**.

THAT'S RIGHT. **PETER PARKER**.



PETER PARKER--THE DAILY BUGLE PHOTOGRAPHER--IS SPIDER-MAN?

YES, RICHARD.

HE'S SPIDER-MAN? SERIOUSLY? I HAVEN'T RETURNED TO SOME KIND OF COUNTER-EARTH BY ACCIDENT, HAVE I?



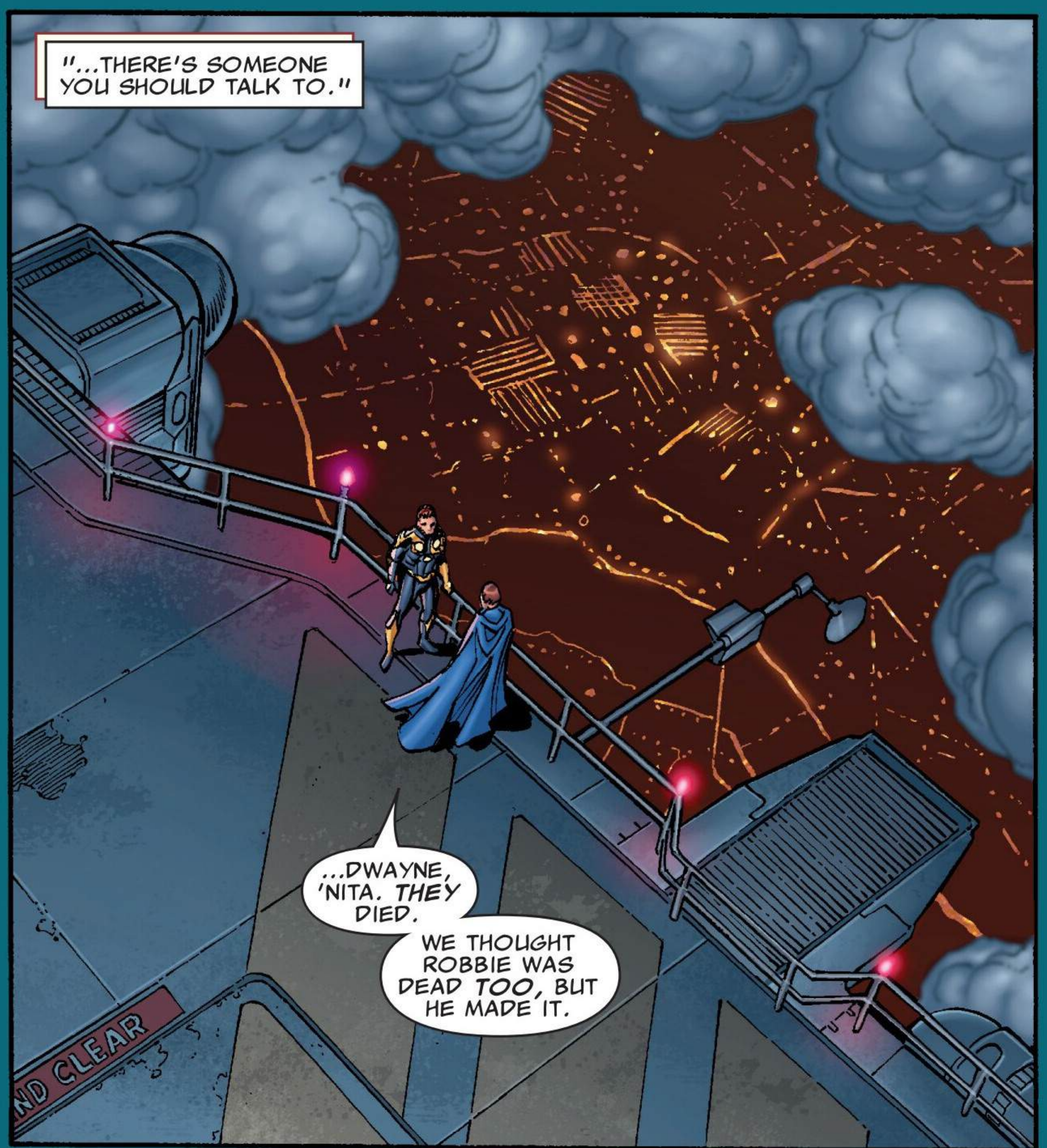
HOW LONG DO YOU NEED TO THINK THIS OVER?

HOW DOES TWENTY-FOUR HOURS SOUND?

MORE THAN FAIR.

HE'S REALLY SPIDER-MAN?

YUP. BUT BEFORE YOU GO...



"...THERE'S SOMEONE YOU SHOULD TALK TO."

...DWAYNE, 'NITA. THEY DIED.

WE THOUGHT ROBBIE WAS DEAD TOO, BUT HE MADE IT.



I CAN'T BELIEVE NAMORITA'S DEAD. AND ROBBIE SURVIVED?

BY SOME FREAK CHANCE. HIS POWERS SAVED HIM.

WHERE IS HE?



JAIL, LAST I HEARD. HE SIGNED A CONFESSION ADMITTING CULPABILITY.

FOX NEWS CALLED HIM "THE MOST HATED MAN IN THE U.S."



SPEEDBALL?
THE MOST HATED
MAN IN THE U.S.?

VANCE, WE WERE
JUST *KIDS*. WHAT
THE *HELL* HAPPENED
TO US?

WHAT HAPPENED
TO *US*? LOOK AT YOU.
YOU GET THAT SCAR
SHAVING FOR THE FIRST
TIME, RICHIE?



AND LOOK AT
YOU...*JUSTICE*.
MR. BIG SHOT
INITIATIVE GUY.
TONY--

--BY THE
WAY, THAT'S *TONY*
STARK, WE'RE ON
FIRST-NAME TERMS,
APPARENTLY--

--HE SPOKE
HIGHLY OF YOU.
THINKS YOU'VE GOT
WHAT IT TAKES.

I'M DOING
WHAT I CAN, RICH. BUT
YOU COULD DO A GREAT
DEAL MORE. THE POWER
YOU'VE GOT, THE
EXPERIENCE...

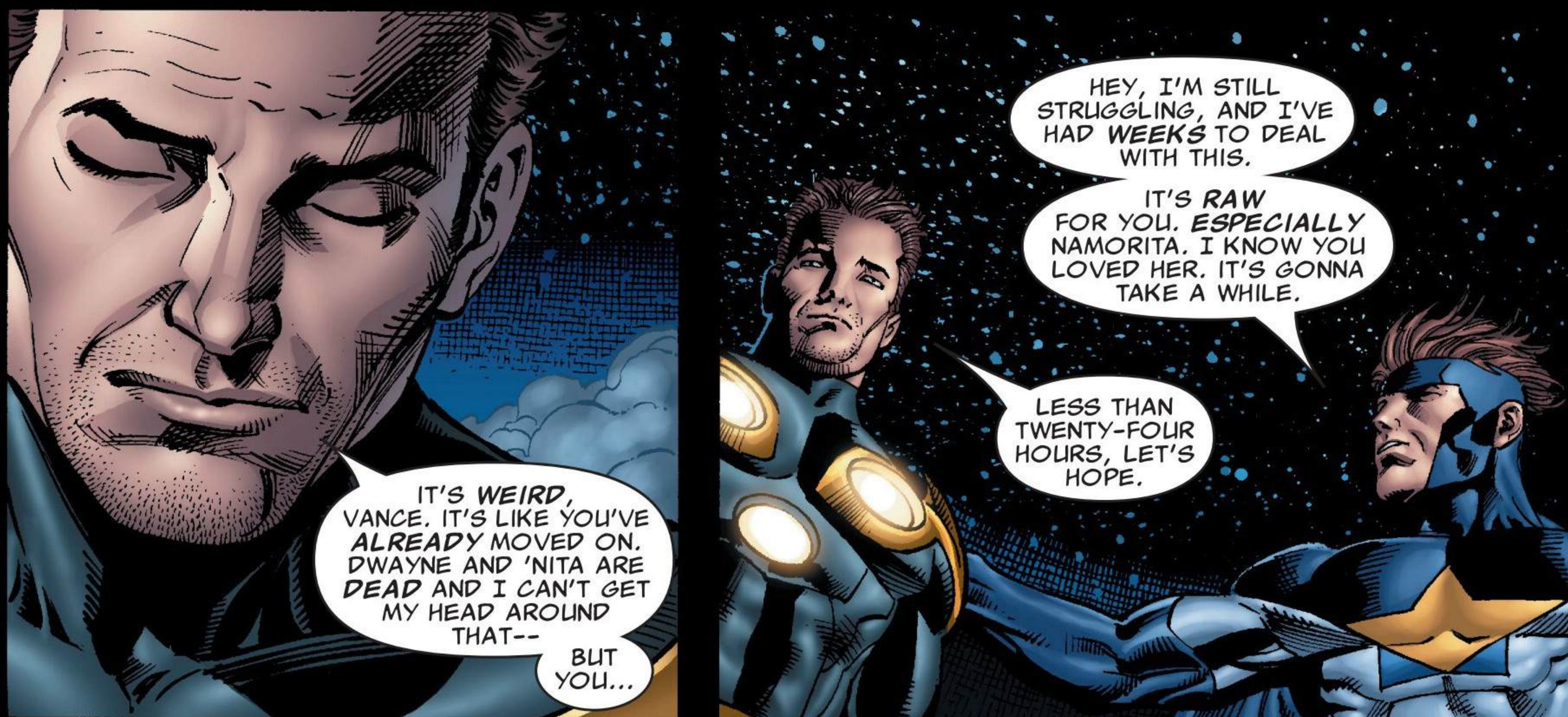


I DUNNO.
IT'S AN AWFUL
LOT TO TAKE
IN.

DID
YOU KNOW
PETER PARKER
WAS SPIDER-
MAN?

OLD
NEWS.

PLEASE,
RICH. JOIN UP.
THE INITIATIVE IS
EXACTLY WHERE
YOU SHOULD
BE.



HEY, I'M STILL
STRUGGLING, AND I'VE
HAD *WEEKS* TO DEAL
WITH THIS.

IT'S *RAW*
FOR YOU. *ESPECIALLY*
NAMORITA. I KNOW YOU
LOVED HER. IT'S GONNA
TAKE A WHILE.

LESS THAN
TWENTY-FOUR
HOURS, LET'S
HOPE.

IT'S *WEIRD*,
VANCE. IT'S LIKE YOU'VE
ALREADY MOVED ON.
DWAYNE AND 'NITA ARE
DEAD AND I CAN'T GET
MY HEAD AROUND
THAT--

BUT
YOU...



CAN I TELL YOU SOMETHING, RICH?

ALWAYS.

I FOUGHT ON THE OTHER SIDE-- THE RESISTANCE--FOR A LONG TIME, UNTIL I SAW WHAT WAS RIGHT. THE INITIATIVE IS THE WAY TO GO.

I BELIEVE THAT, AND I WANT YOU TO BE PART OF IT WITH ME.

I HEAR YOU.



ONE OTHER THING. I'D QUIT THE WARRIORS LONG BEFORE STAMFORD, BUT THE MEDIA WENT TO TOWN ON EVERY NAME AND FACE THAT'D EVER BEEN ASSOCIATED WITH THE TEAM.

I WAS ATTACKED IN THE STREET. I GOT HATE MAIL. SO WATCH YOUR STEP, OKAY?

IN WHAT WAY?



DON'T GET INTO ANYTHING.

DON'T GO AROUND IN PUBLIC WITH THAT ON.

NOT AN OPTION. WORLDMIND SAYS I'M IN STRICT QUARANTINE. IF I TAKE THIS BODYSUIT OFF, I RISK CONTAMINATING EARTH WITH SKRULL-FLU, K.I.D.H. AND SOMETHING BADOON YOU DON'T EVEN WANT TO KNOW ABOUT.

SUIT STAYS ON FOR A MINIMUM OF SIX WEEKS.

THANKS FOR THE ADVISORY, THOUGH. I'LL STAY DISCREET.



IT WAS GOOD TO SEE YOU AGAIN, VANCE.

TELL MR. STA--

--TELL TONY HE'LL HAVE MY ANSWER AS SOON AS I HAVE IT.



... "MY OWN SON," HUH?

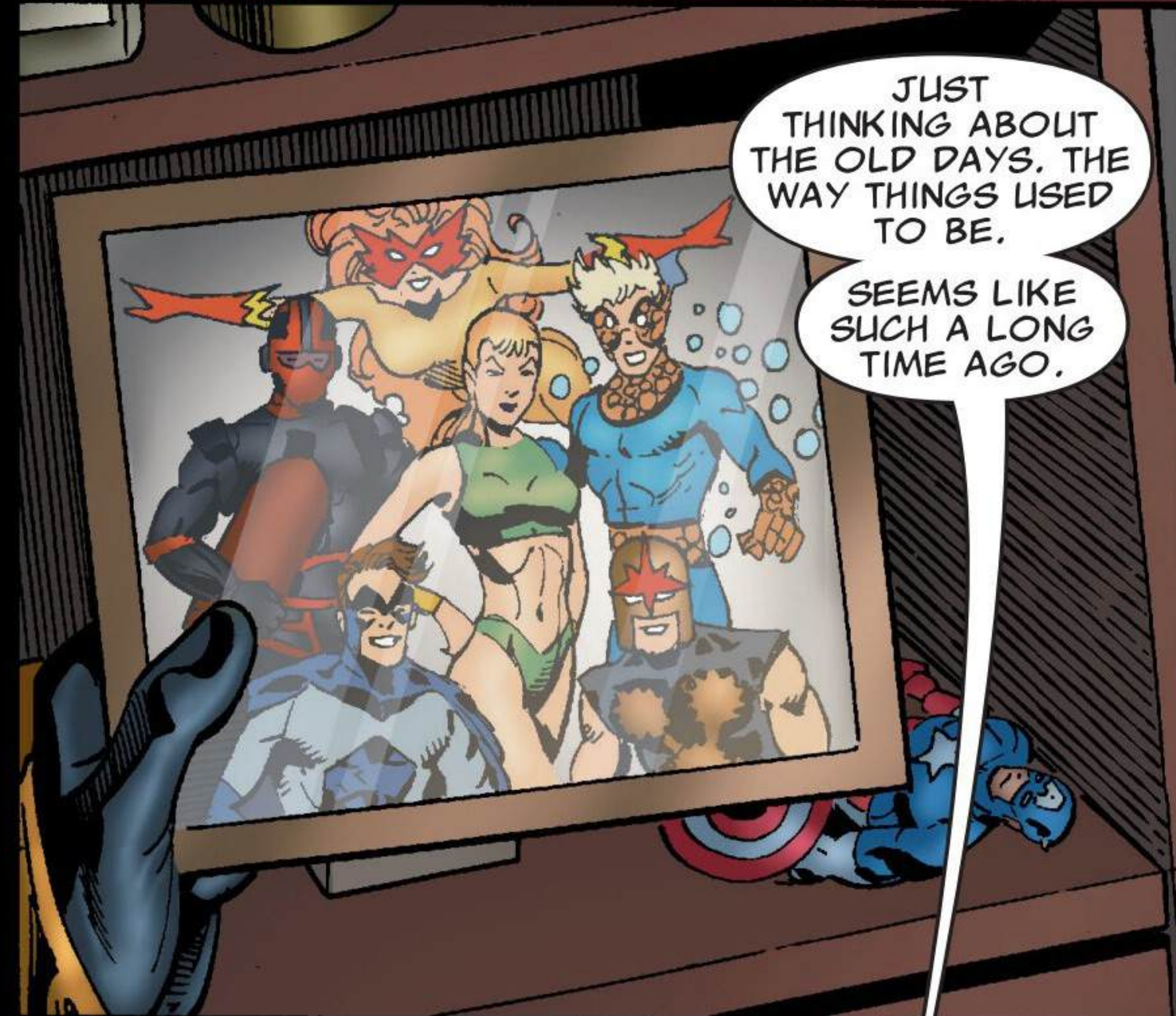
AND WHAT EXACTLY DO YOU THINK YOUR SON IS, DAD?



SPACE WARS

YOU SEEM TROUBLED, RICHARD.

IT'S NOTHING, WORLD MIND.



JUST THINKING ABOUT THE OLD DAYS. THE WAY THINGS USED TO BE.

SEEMS LIKE SUCH A LONG TIME AGO.



SPACE WARS

EVERYTHING CHANGED WHILE I WAS FAR, FAR AWAY.





YEAH, THAT'S SO NOT WHAT SPACE WAS LIKE.

YOU SHOULD SLEEP, RICHARD.



YEAH, I REALLY SHOULD...

WORLD MIND, CAN YOU ACCESS ALL AVAILABLE DATABASES FOR ME? I WANT TO FIND THE REST OF THEM... SILHOUETTE, RAGE, FIRESTAR... I WANT TO KNOW WHERE THEY ARE.



YES, RICHARD, I CAN DO THAT. IT IS NOT DIFFICULT, GIVEN YOUR WORLD'S TECHNOLOGICAL BASELINE. THE S.H.I.E.L.D. ARCHIVE IS PARTICULARLY FORTHCOMING.

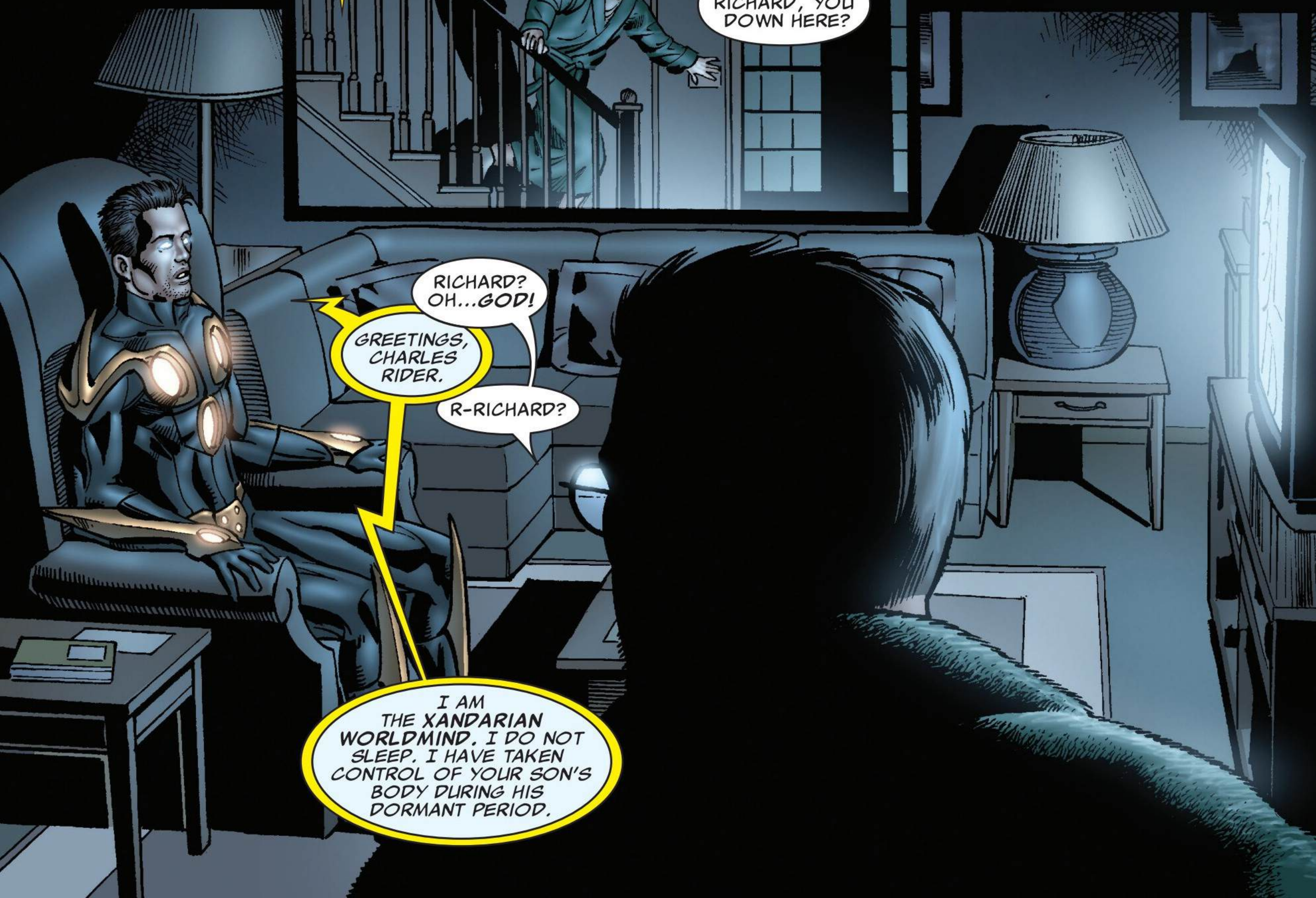
YEAH? S.H.I.E.L.D.? JUST DON'T ANNOY THEM, PLEASE.

SLEEP, RICHARD. I WILL WAKE YOU IF I FIND SOMETHING.

TWO HOURS LATER...



RICHARD? RICHARD, YOU DOWN HERE?

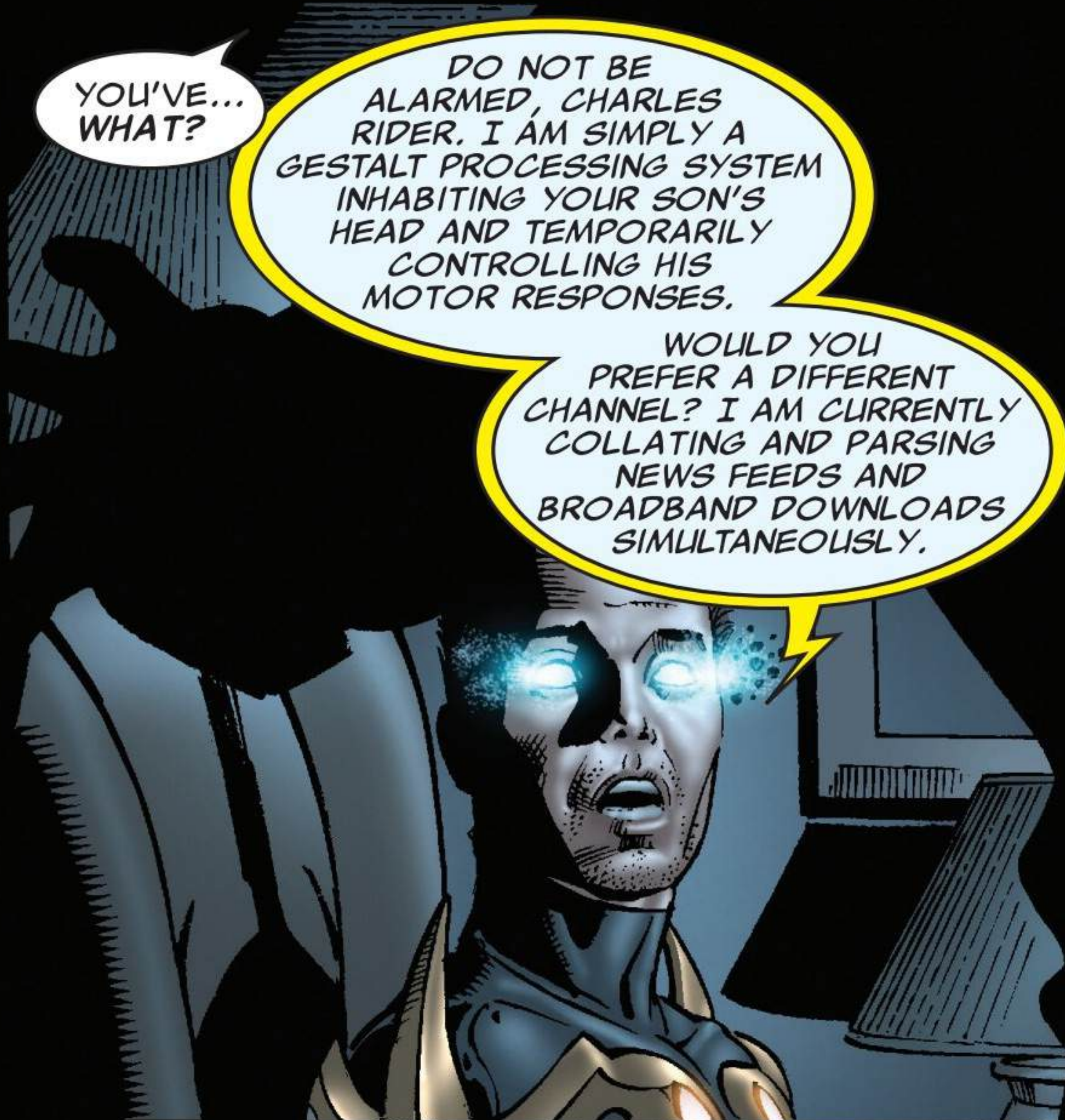


RICHARD? OH...GOD!

GREETINGS, CHARLES RIDER.

R-RICHARD?

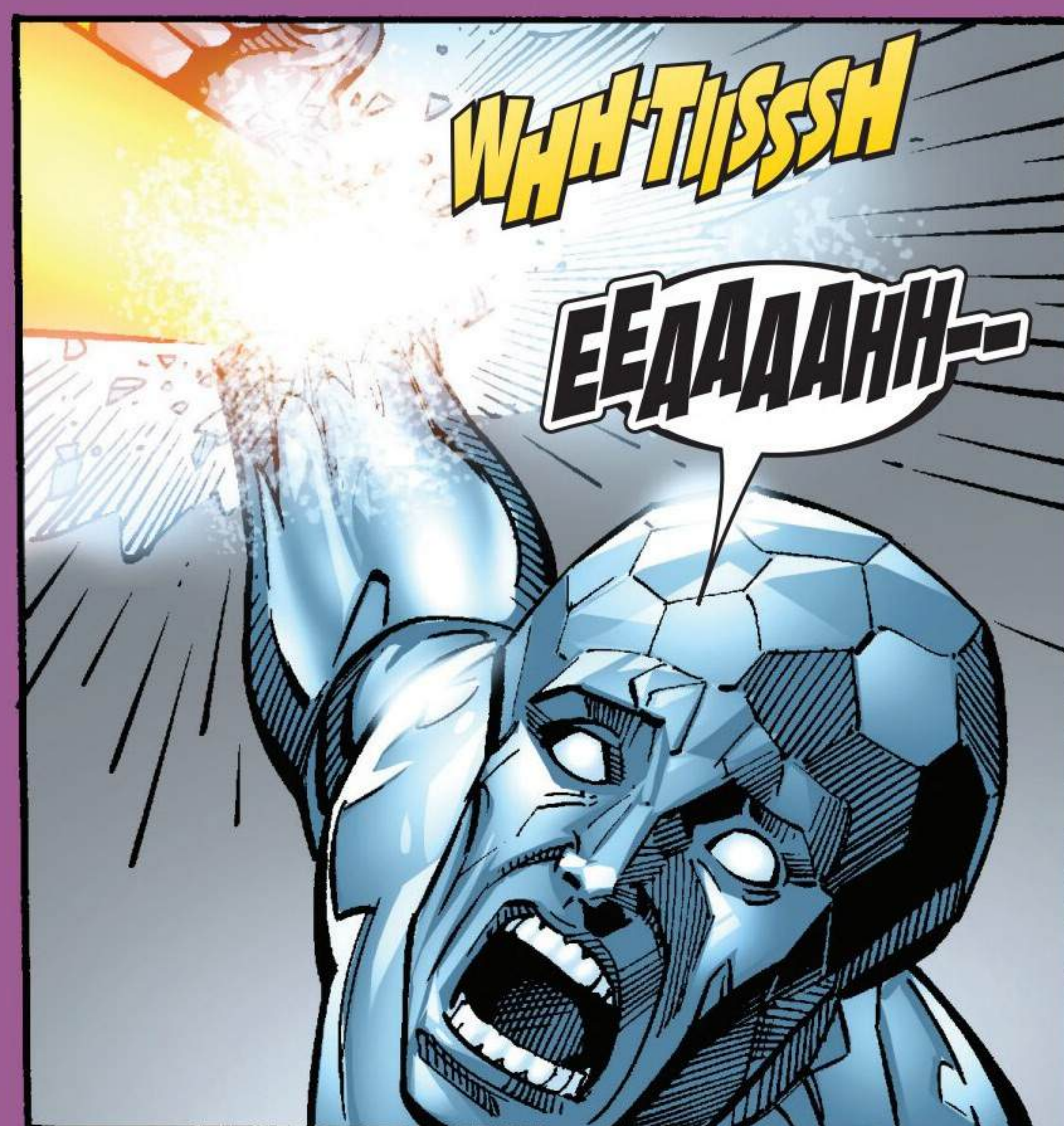
I AM THE XANDARIAN WORLD MIND. I DO NOT SLEEP. I HAVE TAKEN CONTROL OF YOUR SON'S BODY DURING HIS DORMANT PERIOD.

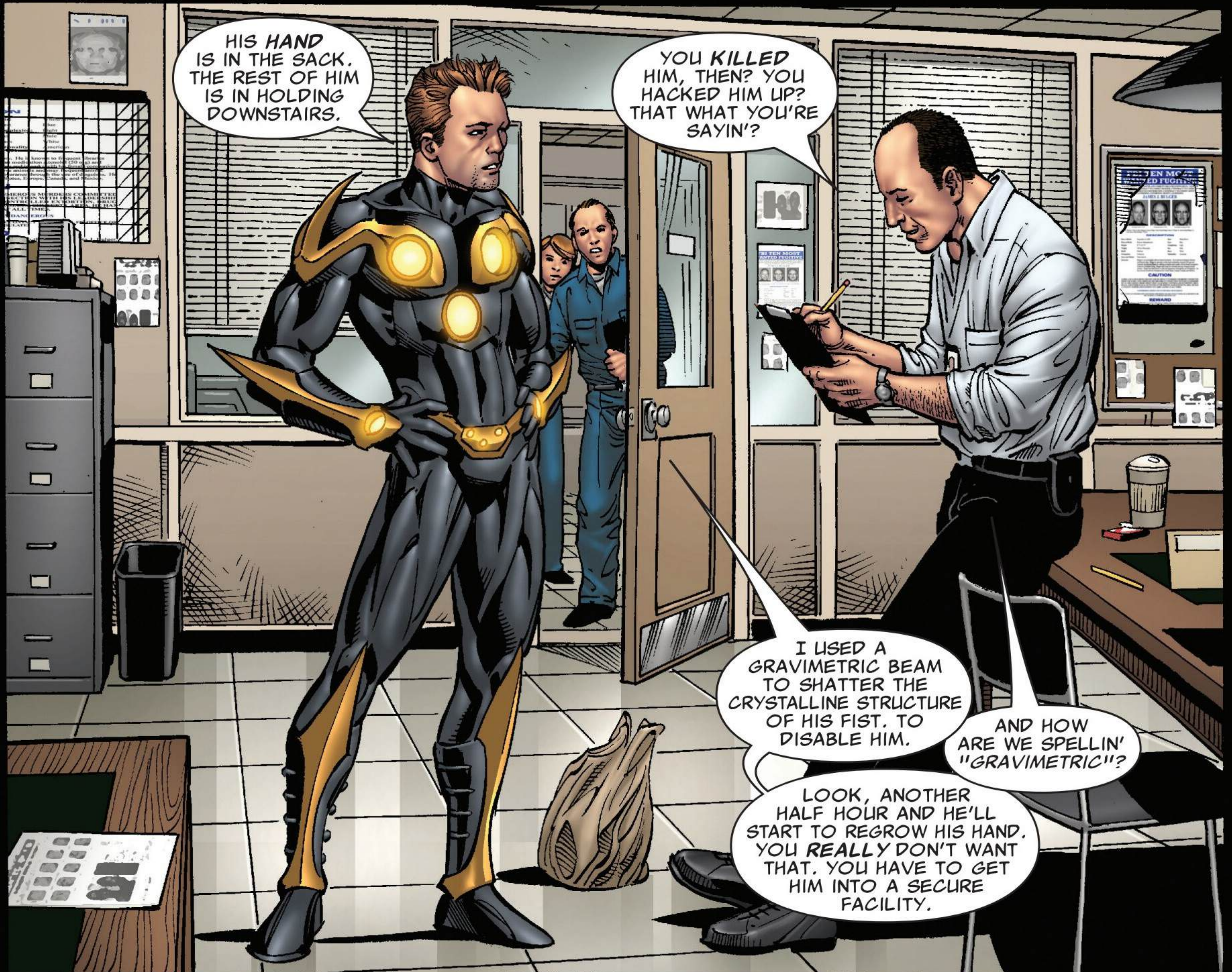














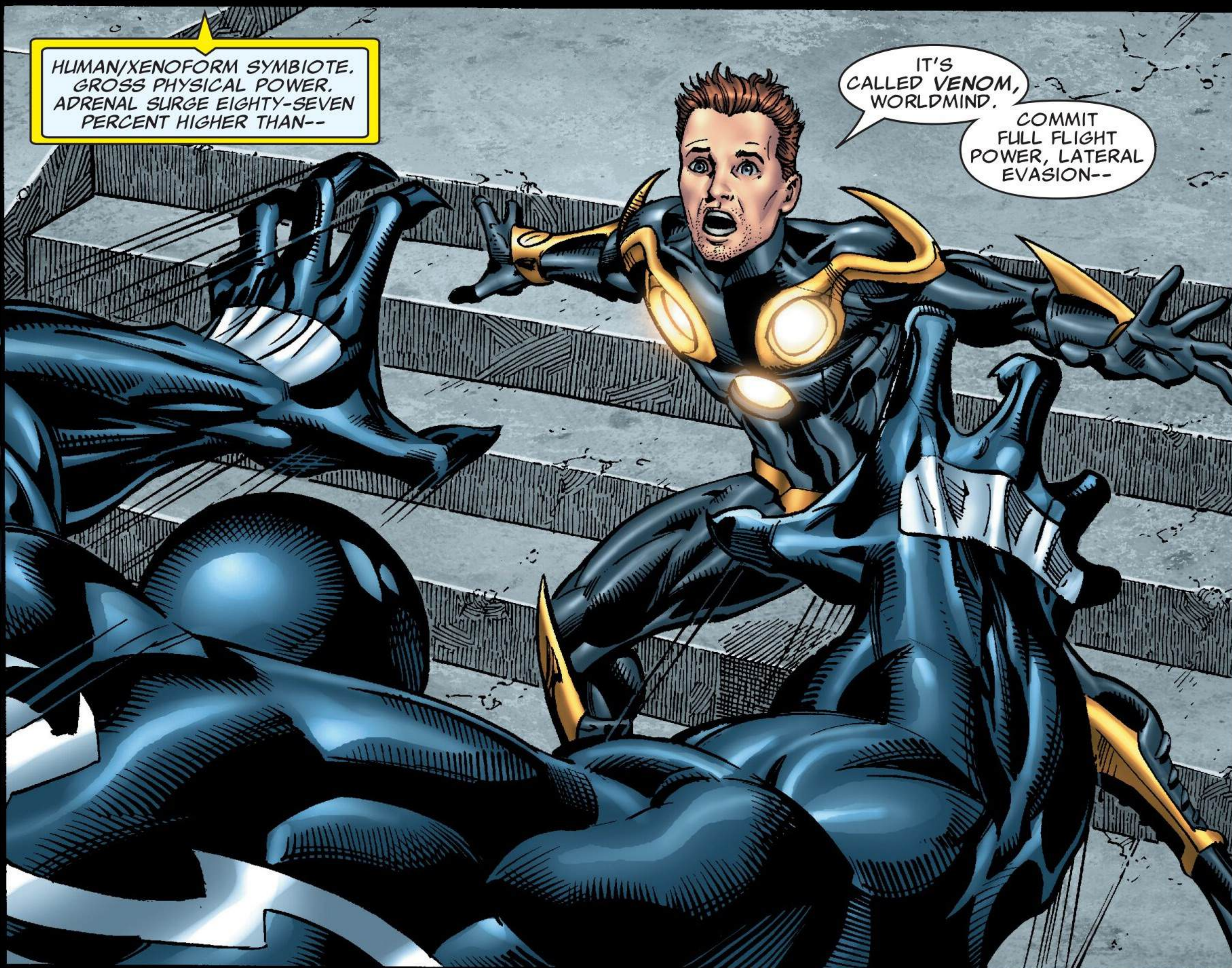


**TAKE HIM
DOWN!**

RICHARD, IT IS
CRITICAL YOU
PAY ATTENTION
AT THIS TIME.

OH, NO
KIDDING?

HOMETRUTHS



HUMAN/XENOFORM SYMBIOTE.
GROSS PHYSICAL POWER.
ADRENAL SURGE EIGHTY-SEVEN
PERCENT HIGHER THAN--

IT'S
CALLED VENOM,
WORLD MIND.

COMMIT
FULL FLIGHT
POWER, LATERAL
EVASION--



--NOW!

GNNRR-
UUHHNNKK!



WE'RE SURROUNDED BY CIVILIANS! WHAT THE HELL DO YOU PEOPLE THINK YOU'RE DOING?

OUR JOBS. STARK DIDN'T TELL YOU ABOUT US? WE'RE THE THUNDERBOLTS. UNREGISTERED SUPERHUMANS RUN LOOSE, WE SWEEP IN AND TAKE THEM OUT.



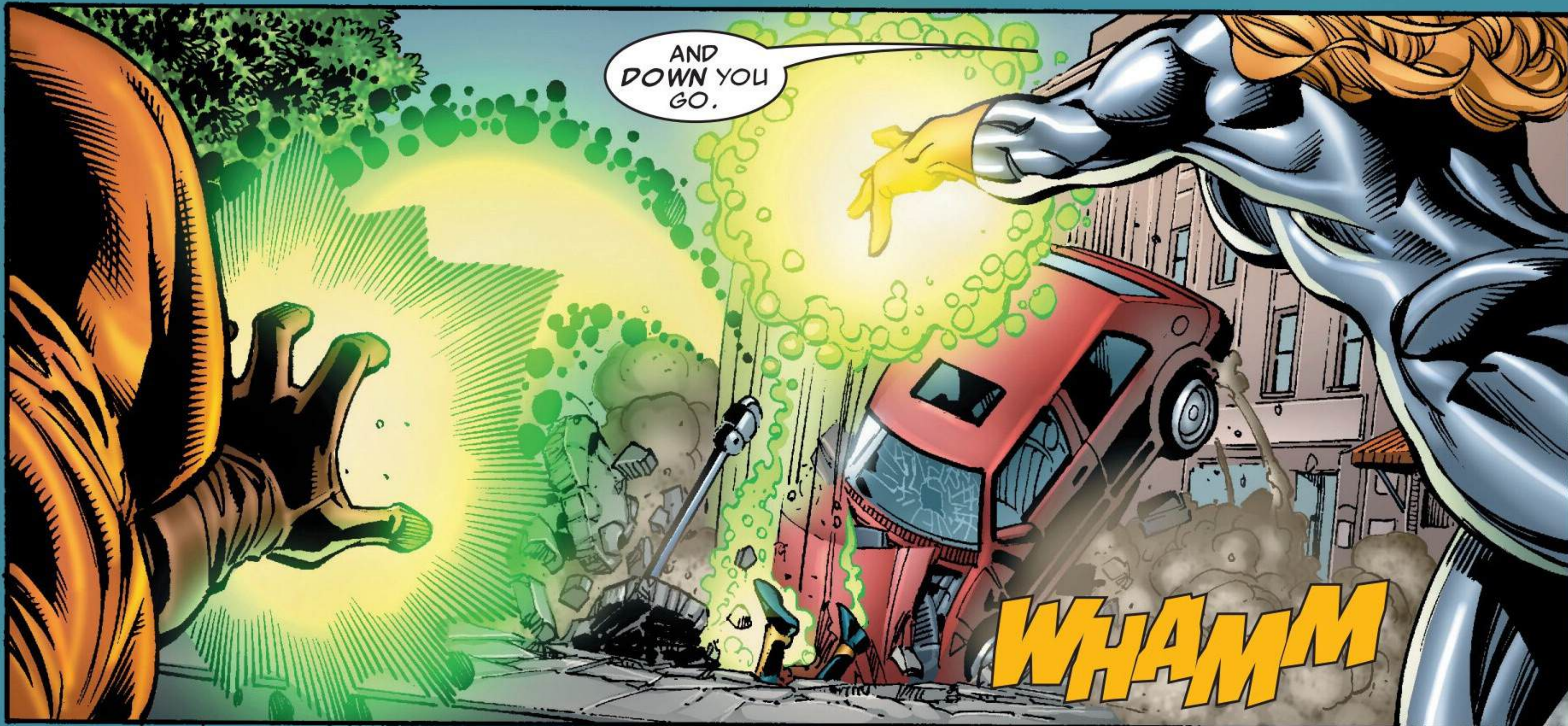
RADIOACTIVE MAN, FLANK HIM. I'LL DEPRIVE HIM OF FLIGHT.



UGHNN!

PHASED GRAVIMETRIC ASSAULT. EIGHTY S.G.U. NINETY S.G.U. ONE HUNDRED-FIVE S.G.U. ONE HUNDRED-TWEN--

WARNING! GRAVITATIONAL OVERLOAD! WARNING! GRAVITATIONAL OV--



AND
DOWN YOU
GO.

WHAMM



SPREAD OUT
AND CONTAIN HIM.
PENANCE, ARE YOU
WITH US?

BRIEF SAID
THIS TARGET WAS
NOT TO BE
UNDERESTIMATED.
CLASS TWELVE
RATING.

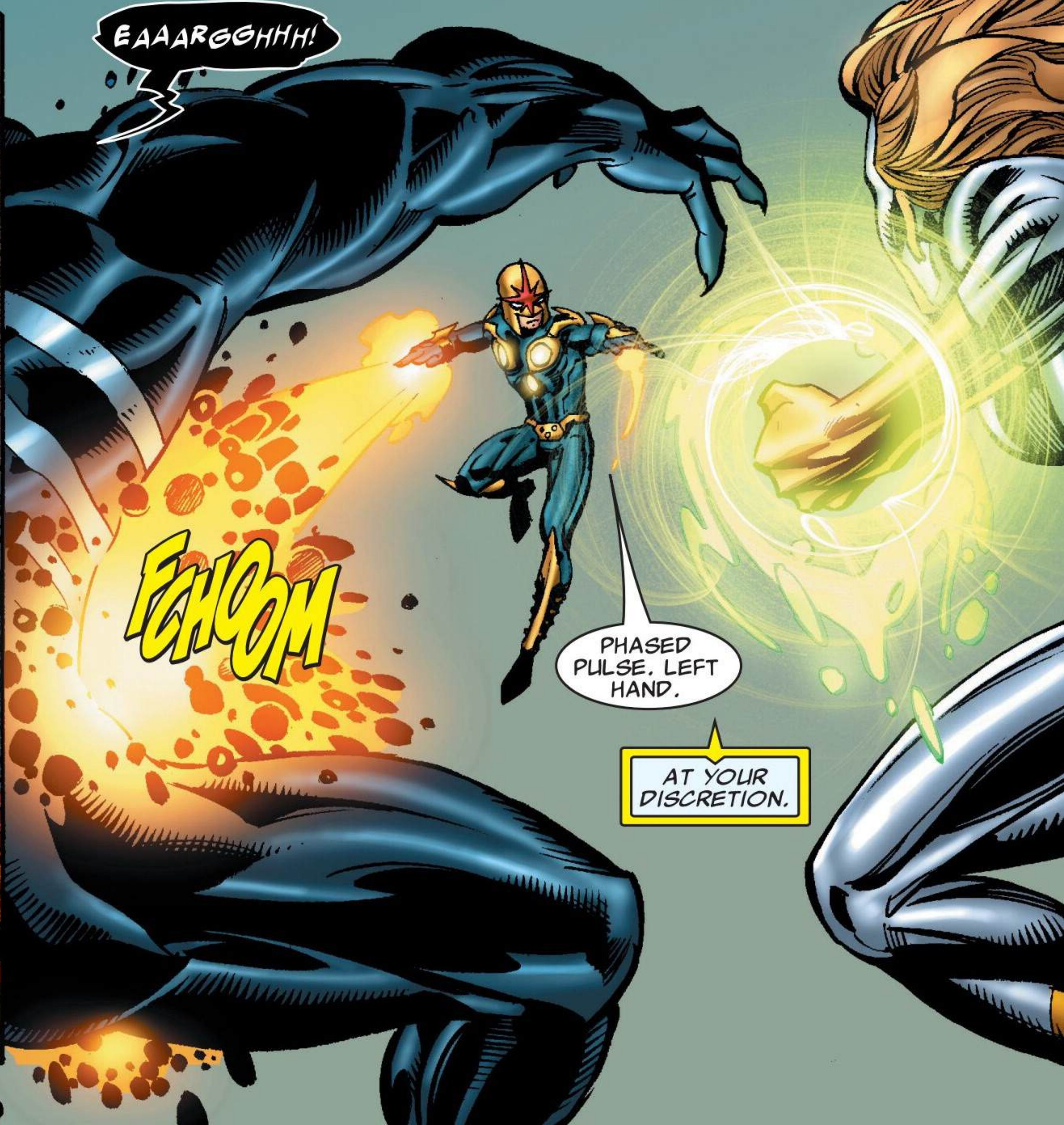
I EAT CLASS
TWELVES FOR
BREAKFAST.



COMMIT
COLLIMATED
BEAM, RIGHT
HAND.

ROUTING
POWER.

THANK
YOU.

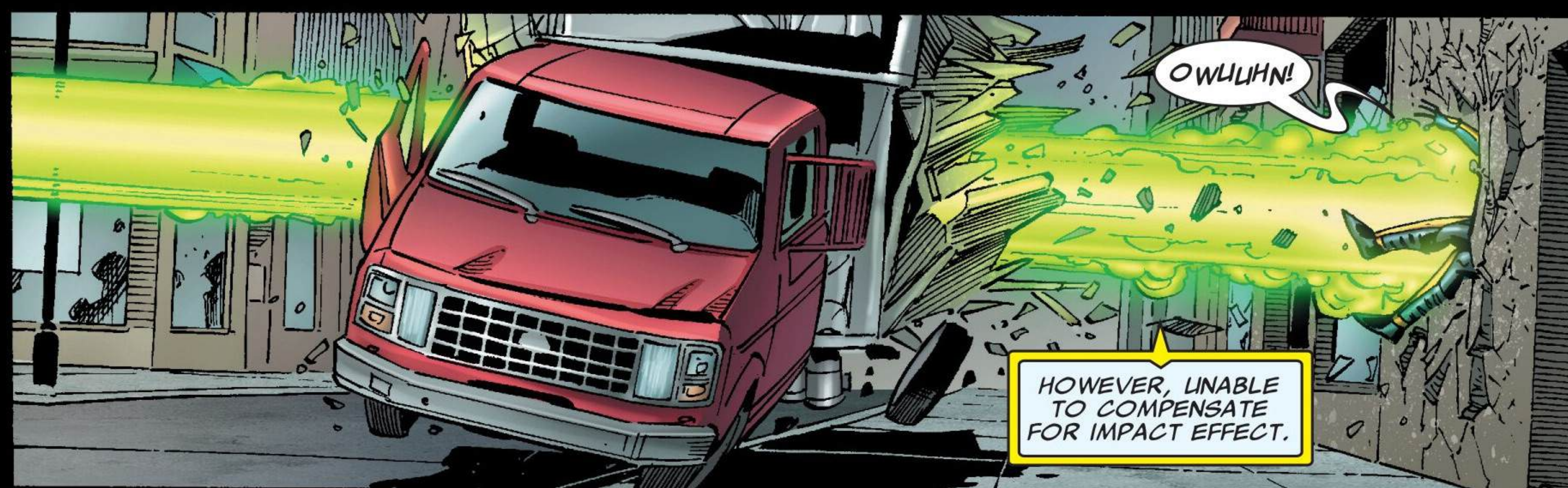


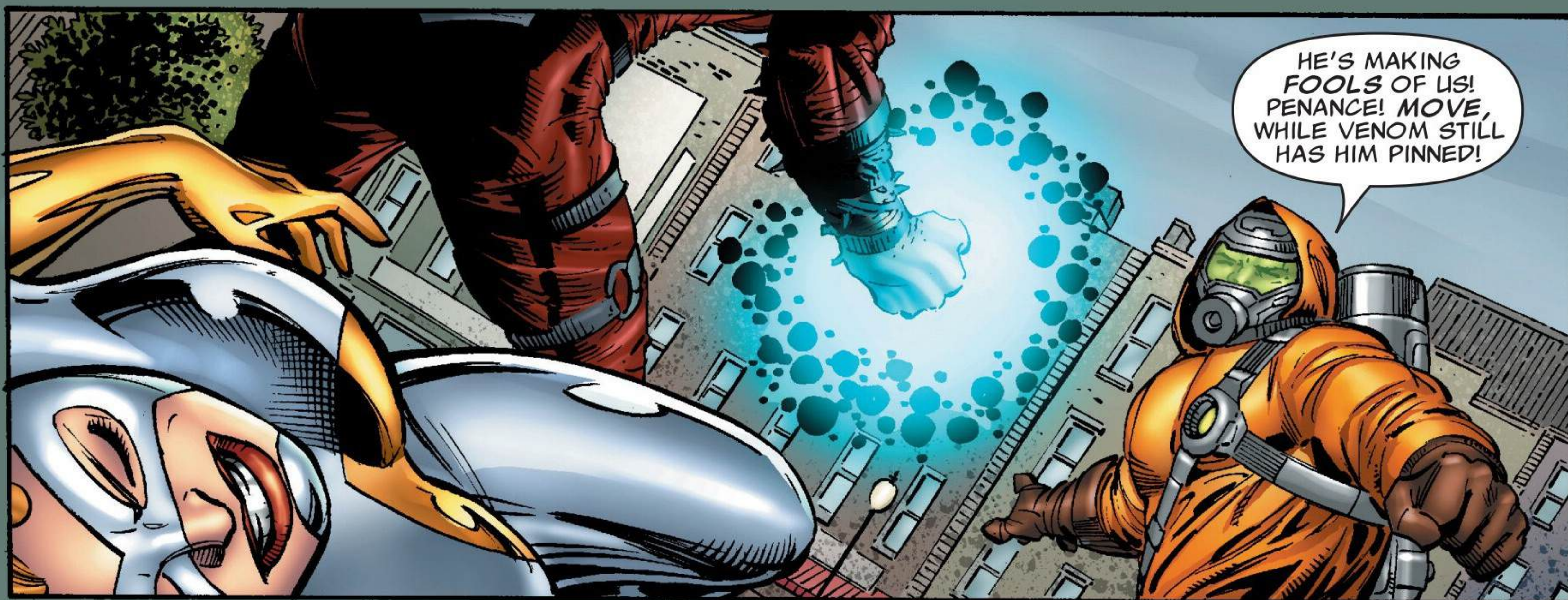
EAAARGHHH!

FCHOM

PHASED
PULSE, LEFT
HAND.

AT YOUR
DISCRETION.





HE'S MAKING FOOLS OF US! PENANCE! MOVE, WHILE VENOM STILL HAS HIM PINNED!



PENANCE? WHAT ARE YOU WAITING FOR?

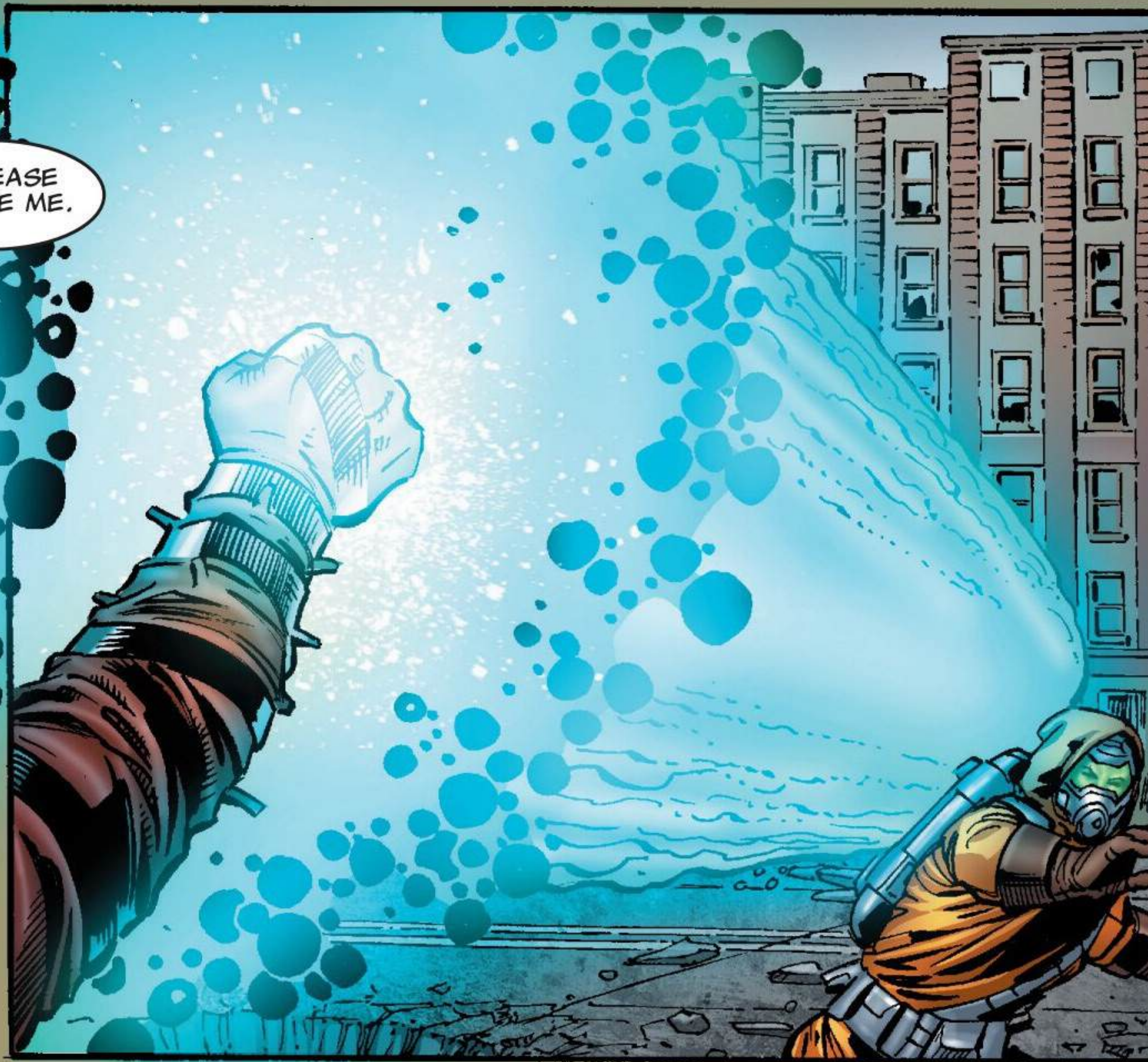


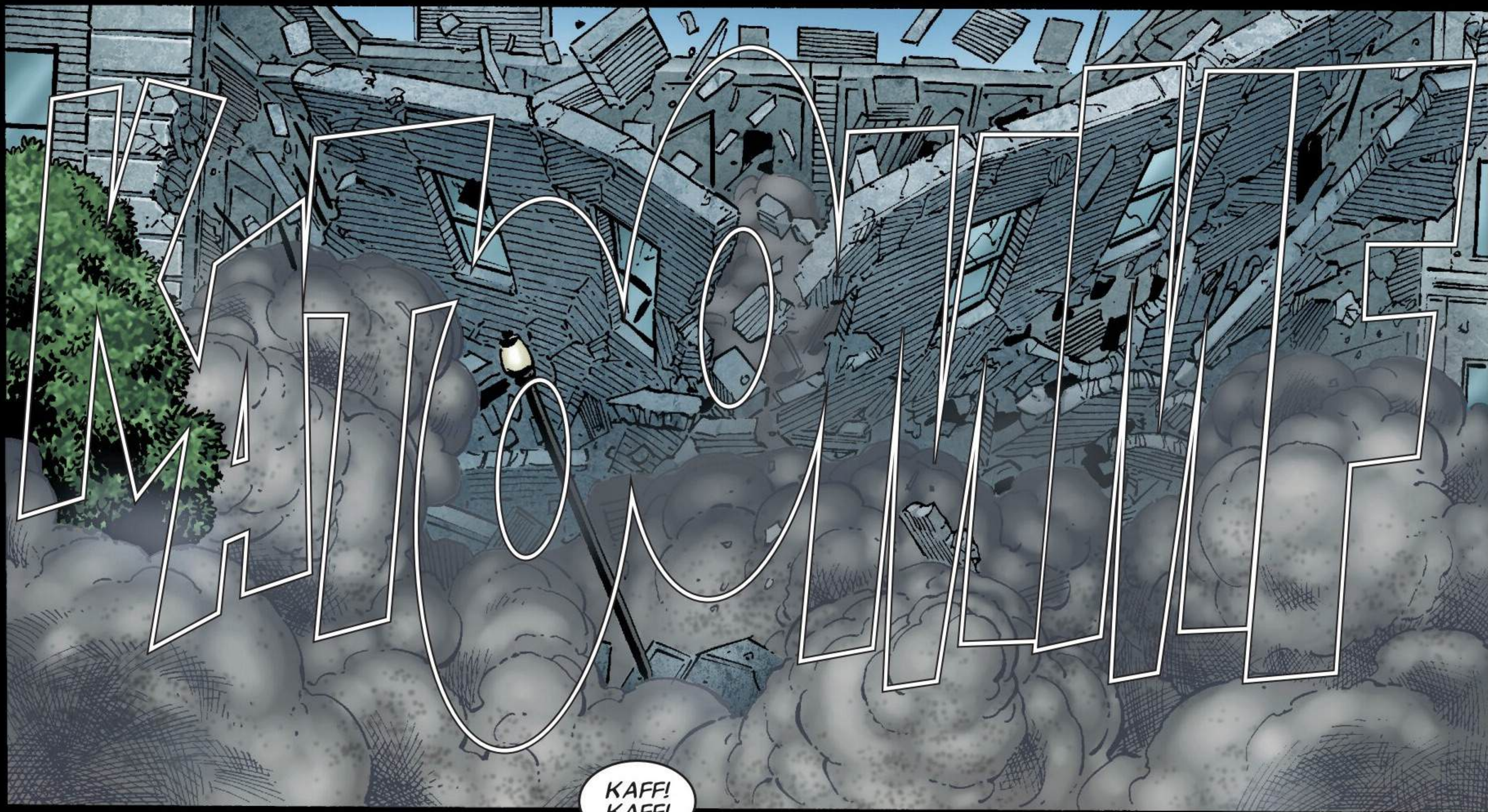
GET OUT OF MY FACE, FREAK!



SORRY, RICH...

...PLEASE FORGIVE ME.







NOVA CENTURION
1124 9-4 4 396. UNDER THE
TERMS OF THE NOVA CORPS
PAN-WORLDS JURISDICTION
TREATY, YOU HAVE THE RIGHT TO
SURRENDER NOW OR SUFFER
IMMEDIATE PENALTY.

DO
YOU UNDERSTAND
THESE TERMS AS I
HAVE EXPLAINED
THEM TO YOU?



HE'S
READING *US* OUR
RIGHTS?

WE
HAVE AUTHORITY
HERE, YOU
SOCIOPATH!



I'LL
TAKE THAT AS
A "NO."



STOP IT!
DESIST NOW!
STAND DOWN!

I'LL TELL
YOU WHO'S GOT
AUTHORITY HERE!
STAND THE HELL
DOWN!

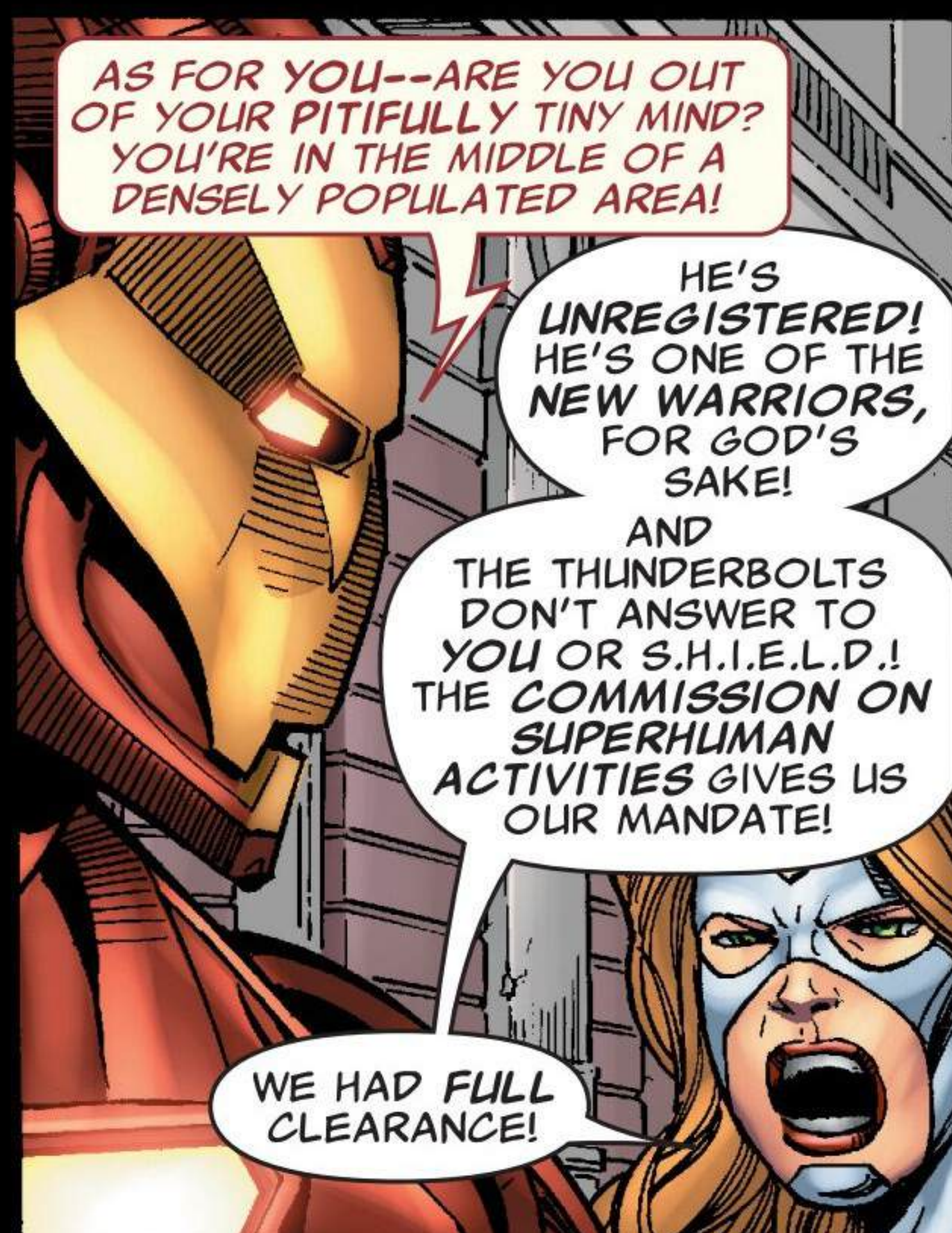


THAT'S
ENOUGH!

HEY,
THEY STARTED
IT...

...TONY.

PLEASE
DON'T PUSH
ME, NOVA.



AS FOR YOU--ARE YOU OUT
OF YOUR PITIFULLY TINY MIND?
YOU'RE IN THE MIDDLE OF A
DENSELY POPULATED AREA!

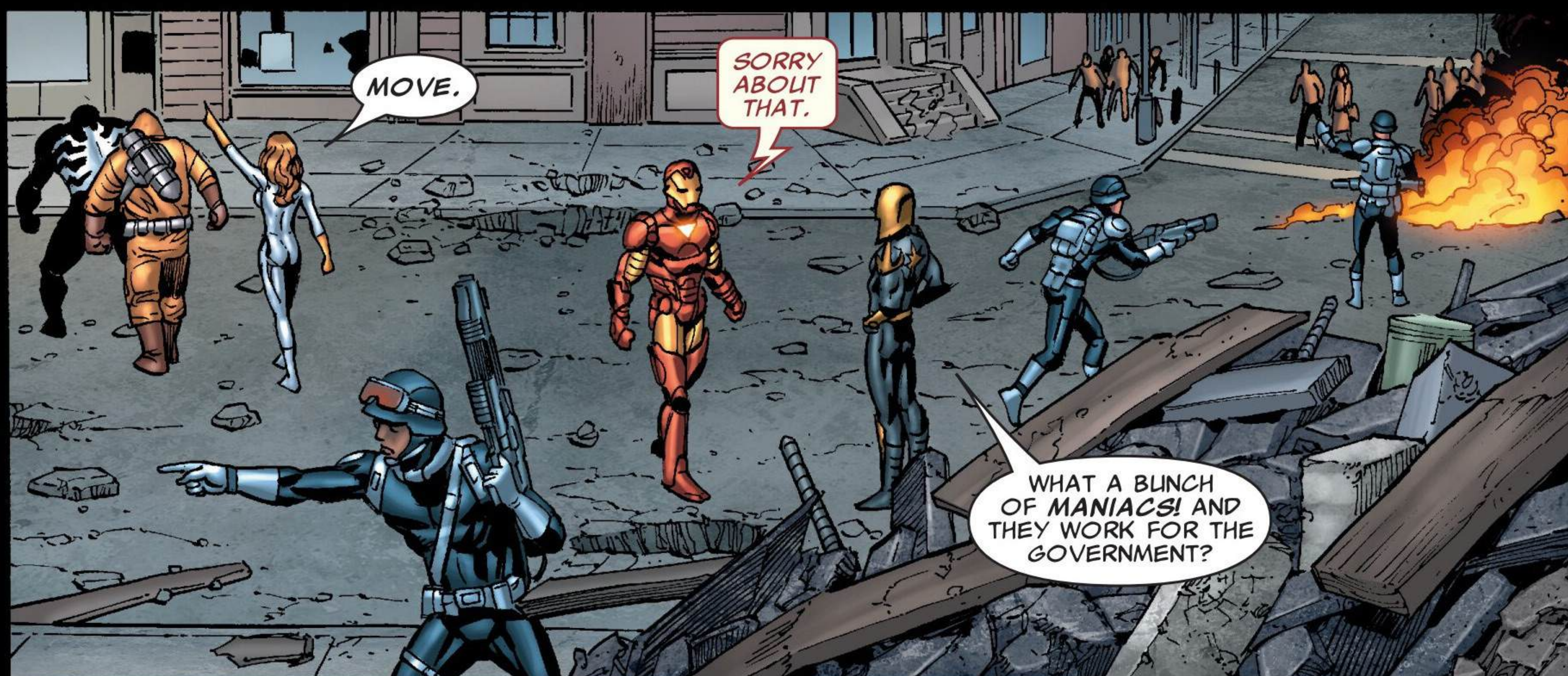
HE'S
UNREGISTERED!
HE'S ONE OF THE
NEW WARRIORS,
FOR GOD'S
SAKE!

AND
THE THUNDERBOLTS
DON'T ANSWER TO
YOU OR S.H.I.E.L.D.!
THE COMMISSION ON
SUPERHUMAN
ACTIVITIES GIVES US
OUR MANDATE!

WE HAD FULL
CLEARANCE!



DON'T MAKE ME SHOW YOU
WHAT TO DO WITH YOUR
CLEARANCE, MOONSTONE.
PACK UP. SHIP OUT. AND TELL
NORMAN OSBORN TO EXPECT
A CALL FROM ME LATER.



MOVE.

SORRY
ABOUT
THAT.

WHAT A BLUNCH
OF MANIACS! AND
THEY WORK FOR THE
GOVERNMENT?





YOU GOT THAT RIGHT. EVERYTHING'S CHANGED.

RICHARD, WHAT HAPPENED THIS MORNING WAS UNFORTUNATE.

BUT YOU HAVE TO UNDERSTAND HOW THINGS WORK NOW. YOU CAN'T JUST GO AROUND--



YOU'VE TOLD ME THIS ALREADY. I GET IT.

MR. STARK, I JUST GOT HOME FROM A WAR WHERE **BILLIONS** OF LIVES WERE LOST.

THE ONLY REASON GALACTIC SOCIETY IS STILL **STANDING** IS THAT PEOPLE OF DIFFERENT BACKGROUNDS AND CREEDS JOINED TOGETHER TO FIGHT A COMMON FOE.



THAT KIND OF PUTS THE SQUABBLES HERE IN **PERSPECTIVE**, DON'T YOU THINK?



I WOULDN'T CHARACTERIZE THEM AS **SQUABBLES**. AND WE **ARE** UNITING AND FIGHTING A COMMON FOE HERE, TOO: DISORDER, ANARCHY, THE ABUSE OF POWER. OF **POWERS**.



SPEAKING OF WHICH, YOU JUST HELD YOUR OWN AGAINST **FOUR** OF THE MOST POWERFUL THUNDERBOLTS.

YOU'RE REALLY **NOT** THE NOVA WE USED TO KNOW, ARE YOU?

WELL, WAR WILL DO THAT TO YOU.



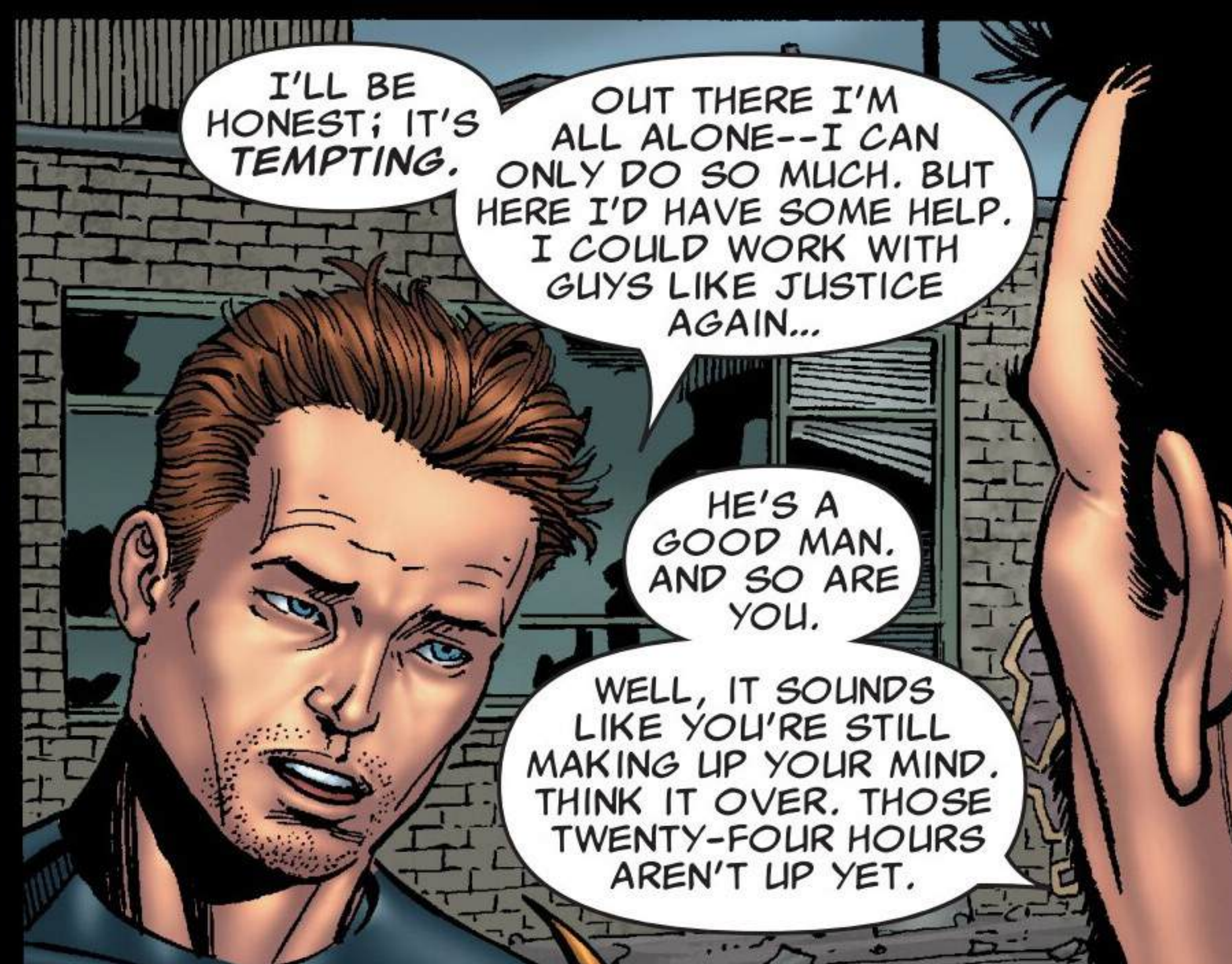
I DON'T
FIT IN HERE
ANYMORE,
DO I?

THERE ARE
OTHER INDIVIDUALS
AROUND AS POWERFUL
AS YOU, RICHARD.
THEY FIT.

THAT'S WHAT
THE INITIATIVE
IS FOR. IT **NEEDS**
PEOPLE LIKE
YOU.



LOOK, MAYBE
WE COULD REBUILD
THE NOVA CORPS HERE
ON EARTH, AS PART
OF OUR WORK?

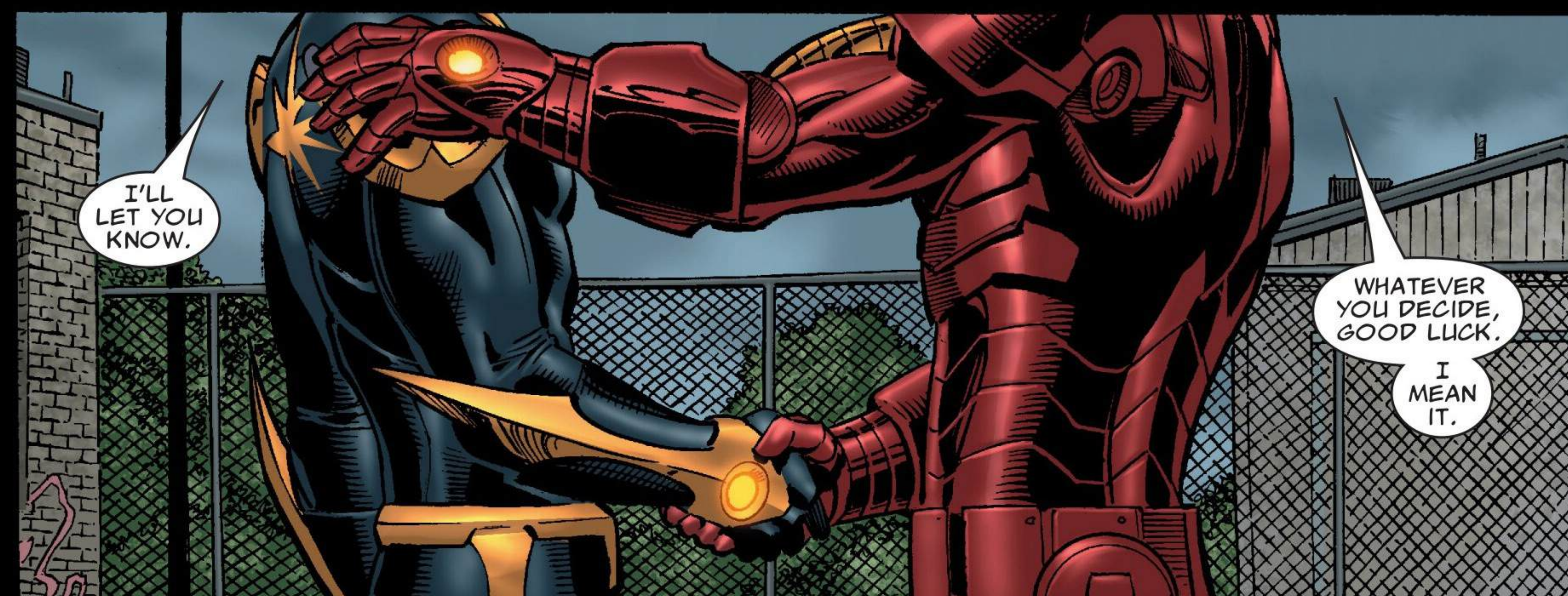


I'LL BE
HONEST; IT'S
TEMPTING.

OUT THERE I'M
ALL ALONE--I CAN
ONLY DO SO MUCH. BUT
HERE I'D HAVE SOME HELP.
I COULD WORK WITH
GUYS LIKE JUSTICE
AGAIN...

HE'S A
GOOD MAN.
AND SO ARE
YOU.

WELL, IT SOUNDS
LIKE YOU'RE STILL
MAKING UP YOUR MIND.
THINK IT OVER. THOSE
TWENTY-FOUR HOURS
AREN'T UP YET.



I'LL
LET YOU
KNOW.

WHATEVER
YOU DECIDE,
GOOD LUCK.

I
MEAN
IT.



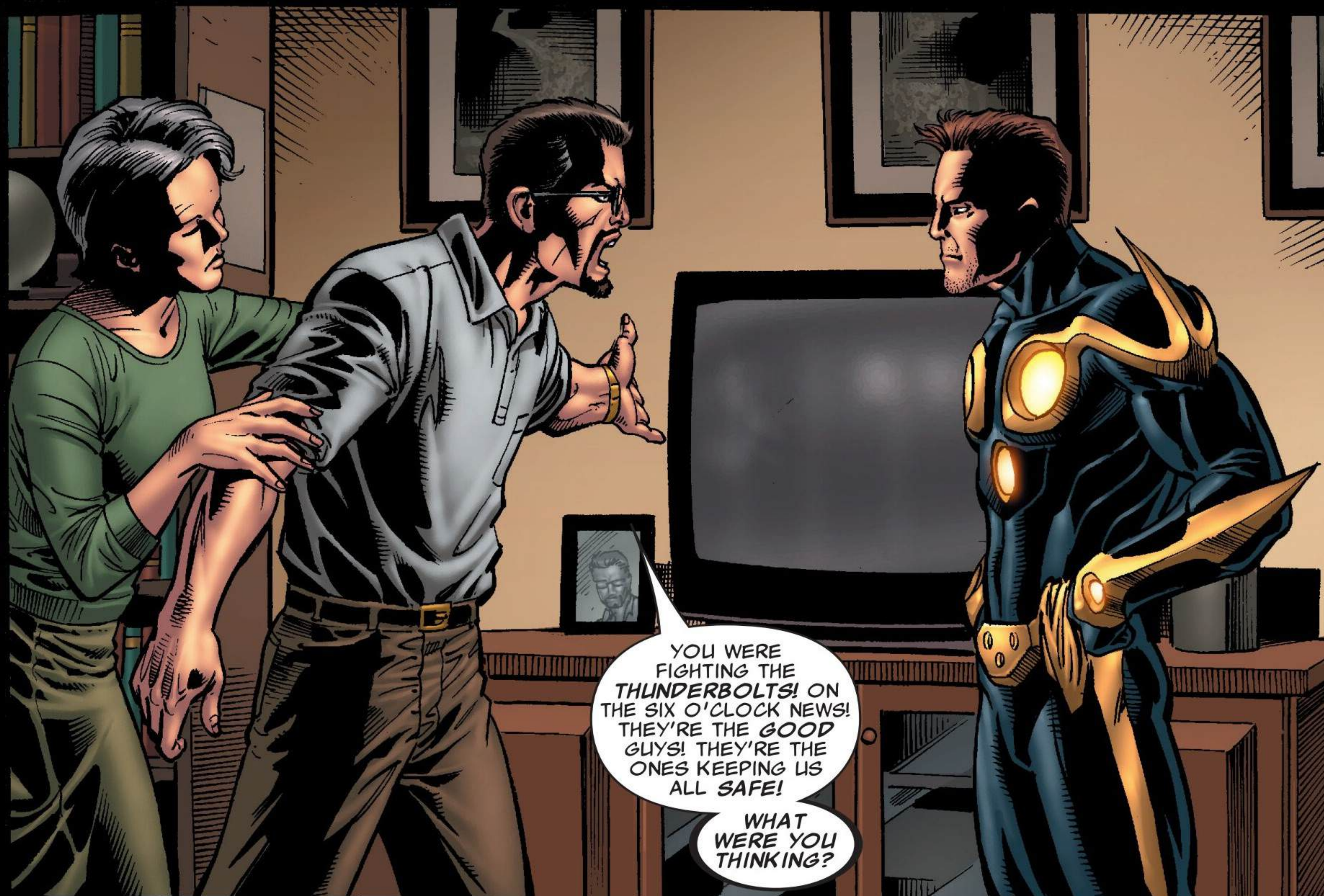


...RIGHT
THERE ON
THE TV! RIGHT
THERE!

DAD--

SMASHING
UP THE PLACE!
TEARING **BUILDINGS**
DOWN LIKE SOME,
LIKE SOME--

DAD,
PLEASE!



YOU WERE
FIGHTING THE
THUNDERBOLTS! ON
THE SIX O'CLOCK NEWS!
THEY'RE THE **GOOD**
GUYS! THEY'RE THE
ONES KEEPING US
ALL **SAFE!**

WHAT
WERE YOU
THINKING?

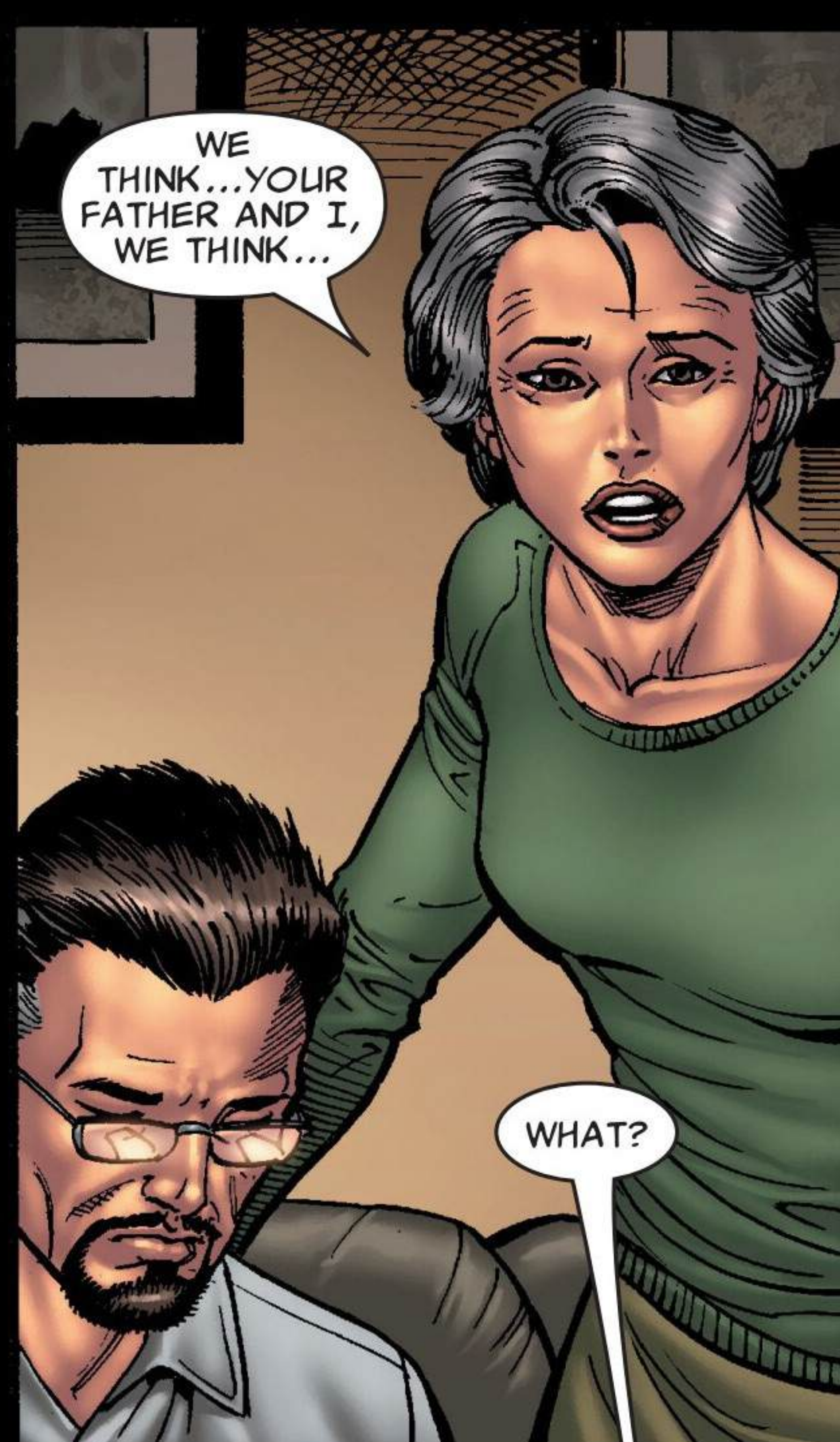


I DUNNO,
DAD. MAYBE I WAS
THINKING THAT IF I
TRIED **REAL HARD** I
COULD MAKE YOU
WISH I REALLY
WAS DEAD.



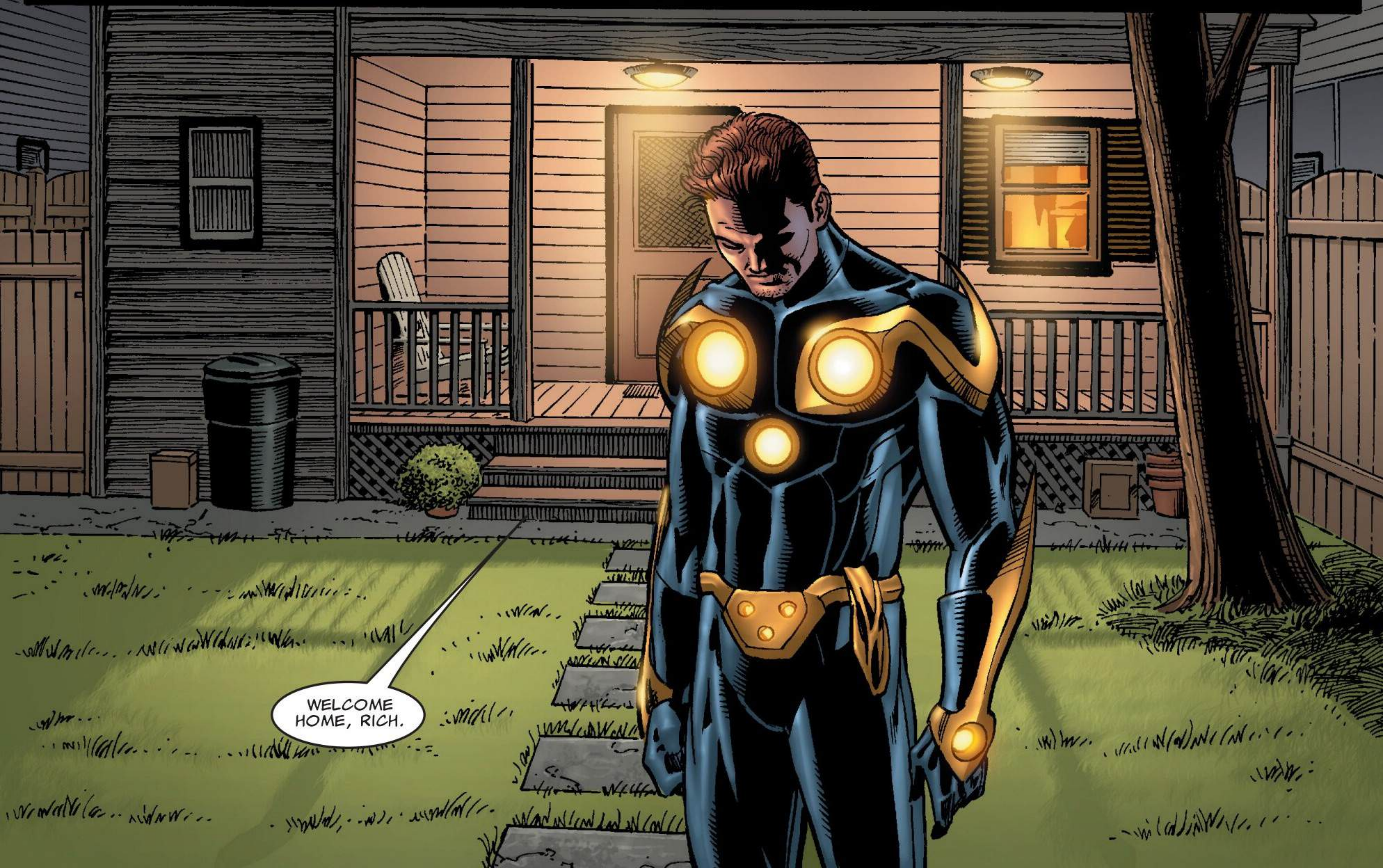
RICHARD!
DON'T EVEN SAY
THAT!

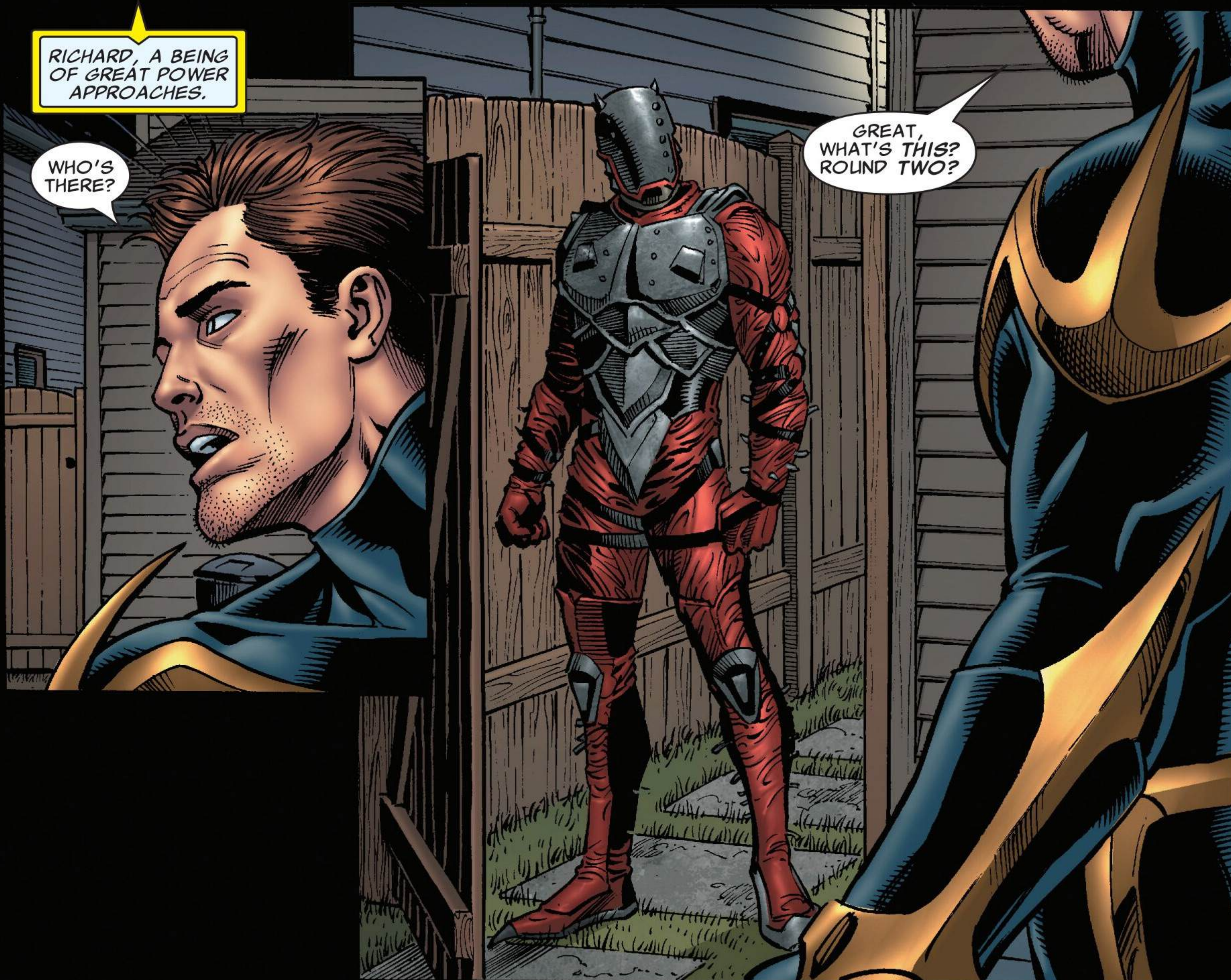
SORRY,
MOM.



WE
THINK...YOUR
FATHER AND I,
WE THINK...

WHAT?





RICHARD, A BEING OF GREAT POWER APPROACHES.

WHO'S THERE?

GREAT, WHAT'S THIS? ROUND TWO?



JUST WANTED TO STOP BY AND SEE MY FRIEND.

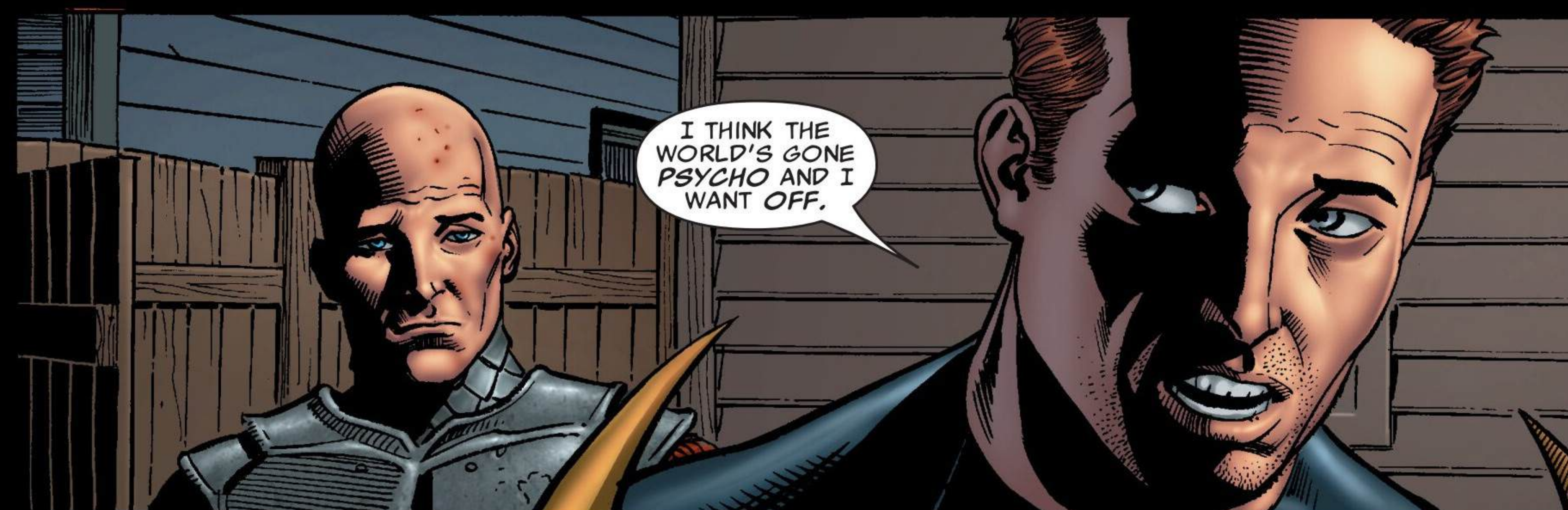
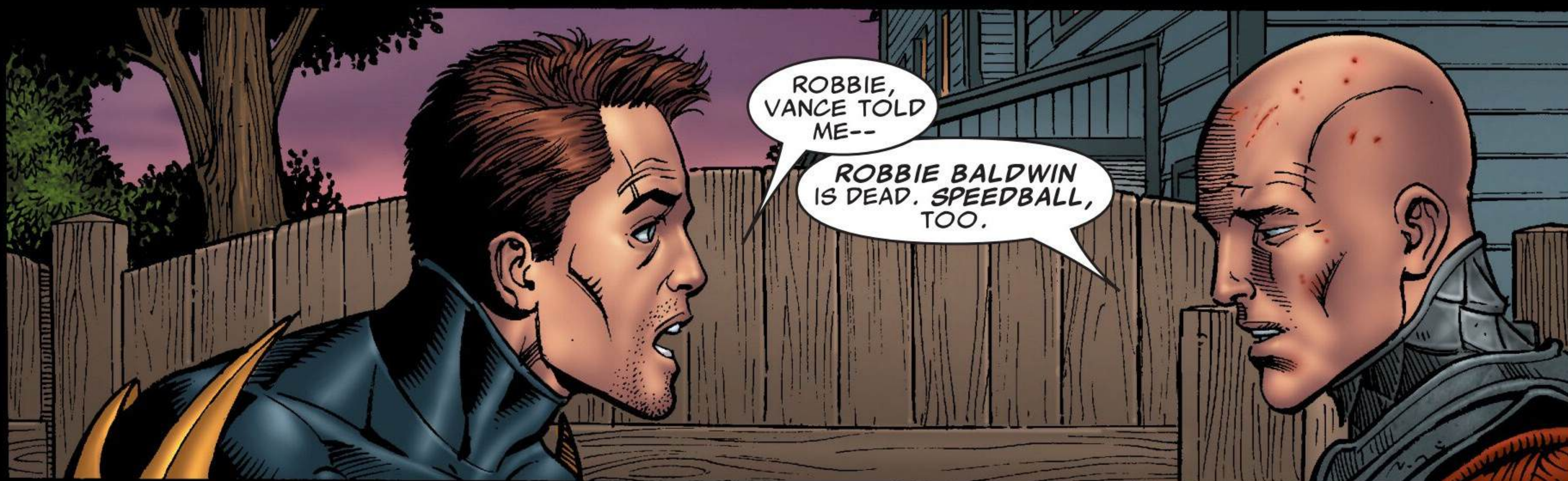


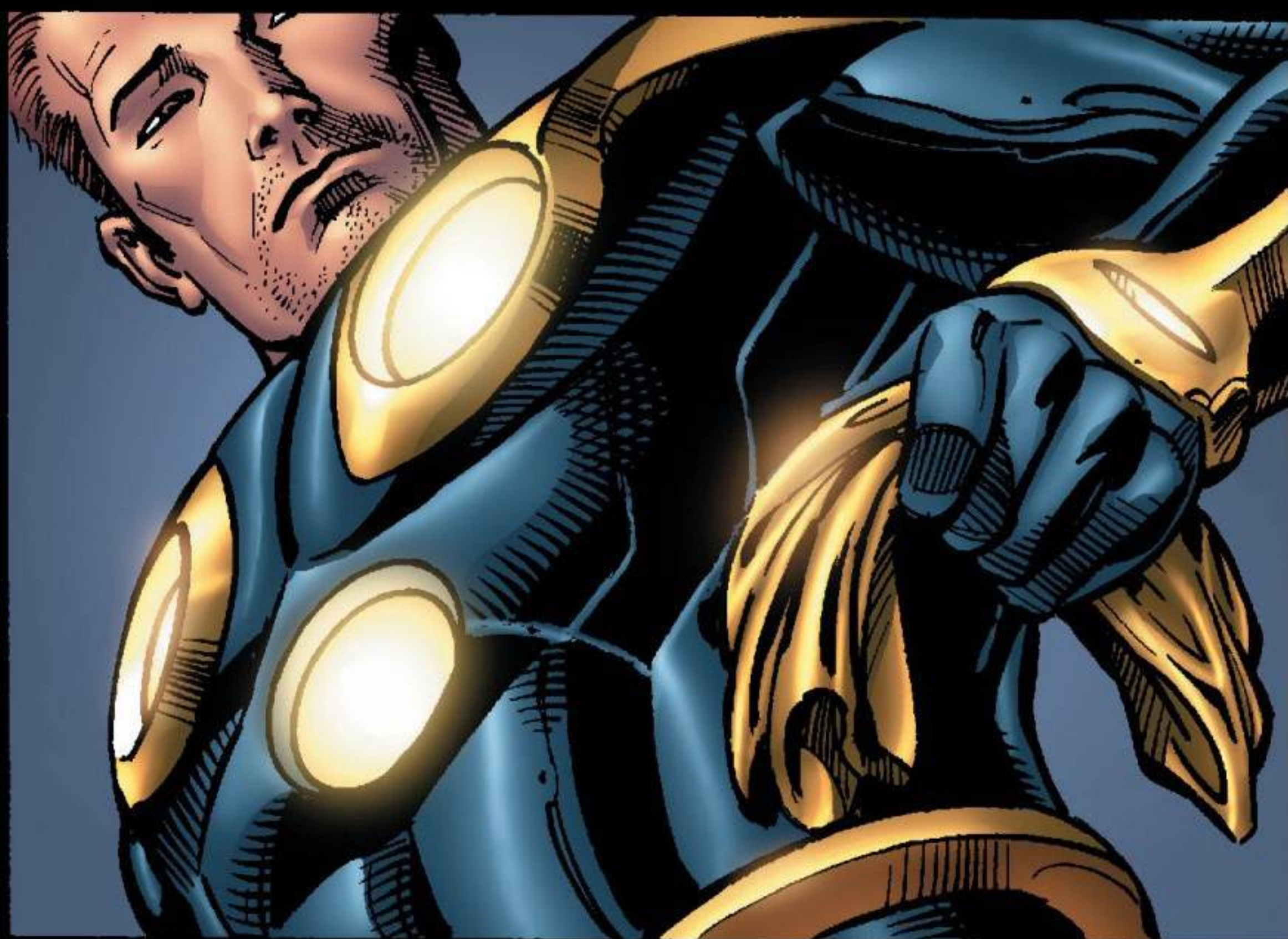
ROBBIE? IS THAT--

ROBBIE?

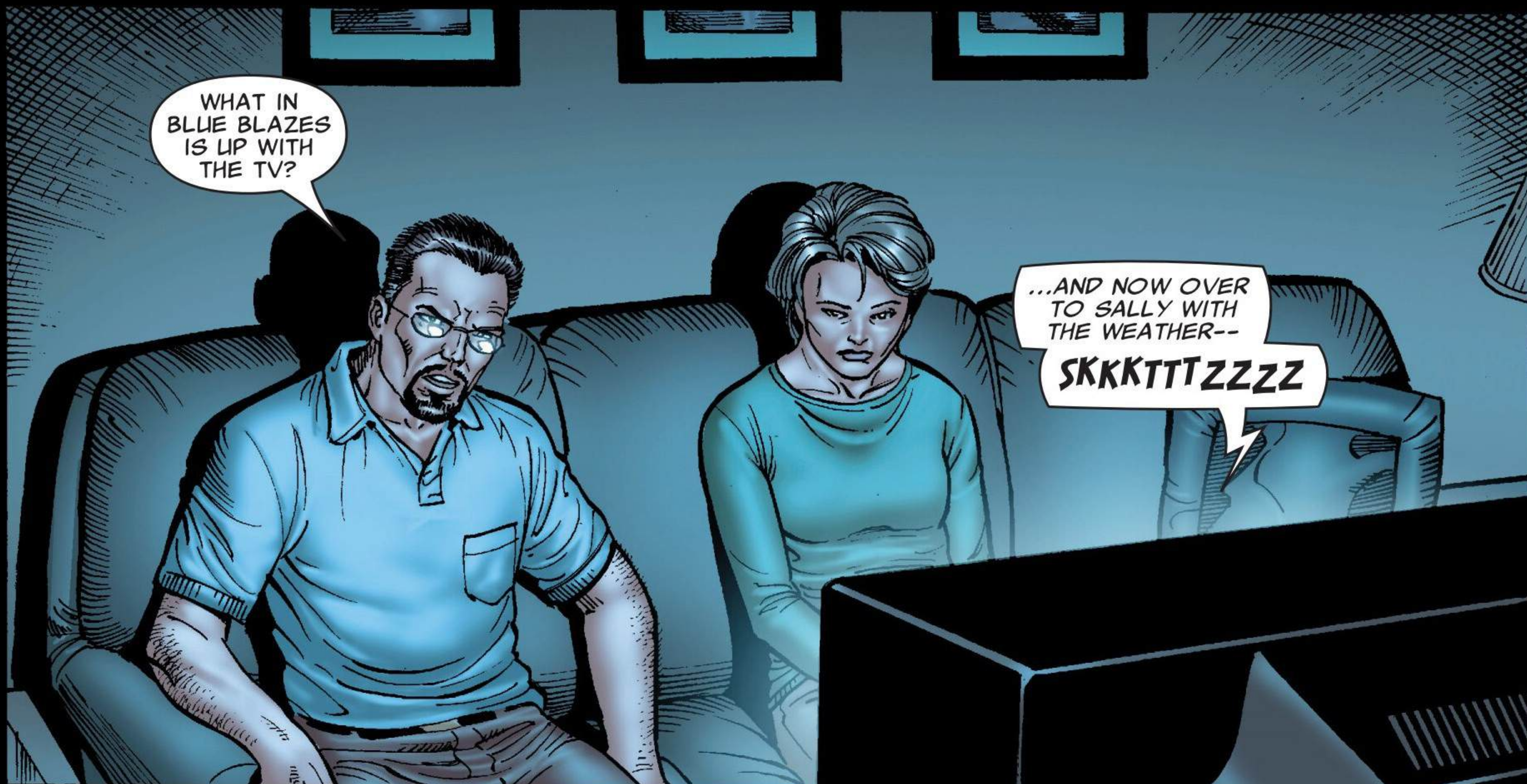
OH MY GOD! WHAT HAPPENED TO YOU? WHY THE HELL ARE YOU DRESSED LIKE THAT?

IT'S PENANCE.





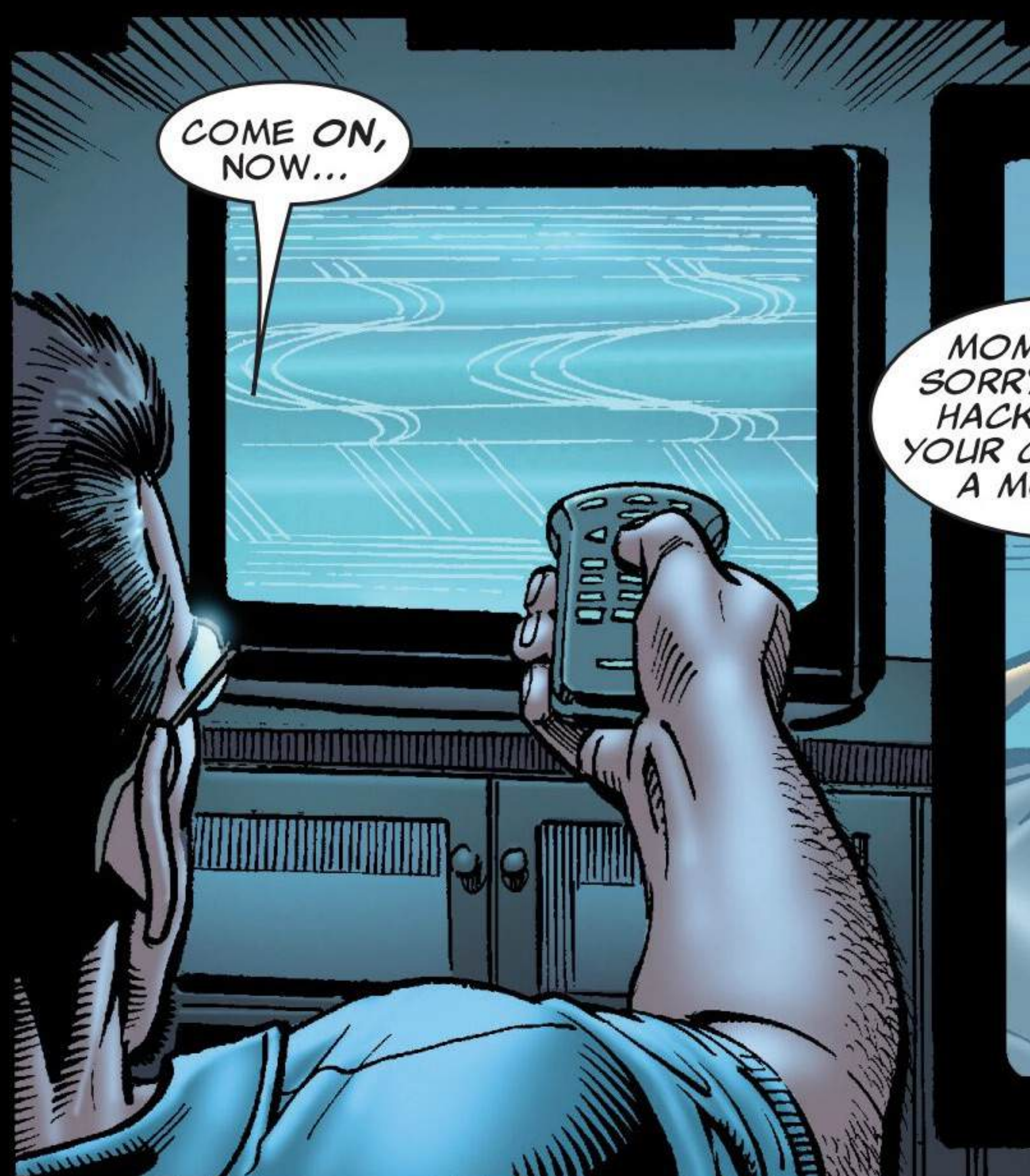
FWOOOOOM



WHAT IN
BLUE BLAZES
IS UP WITH
THE TV?

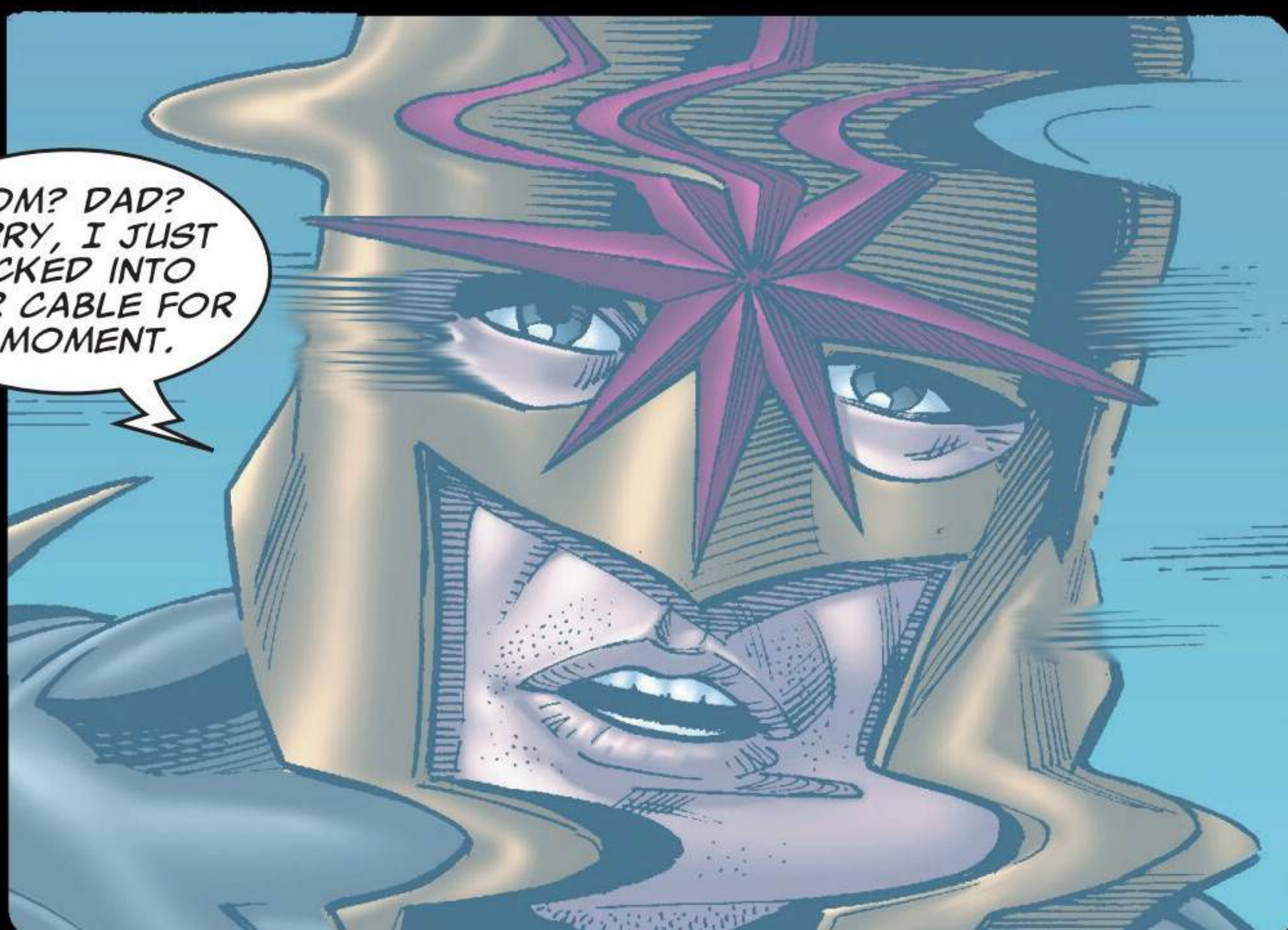
...AND NOW OVER
TO SALLY WITH
THE WEATHER--

SKKKTTTZZZZ



COME ON,
NOW...

MOM? DAD?
SORRY, I JUST
HACKED INTO
YOUR CABLE FOR
A MOMENT.

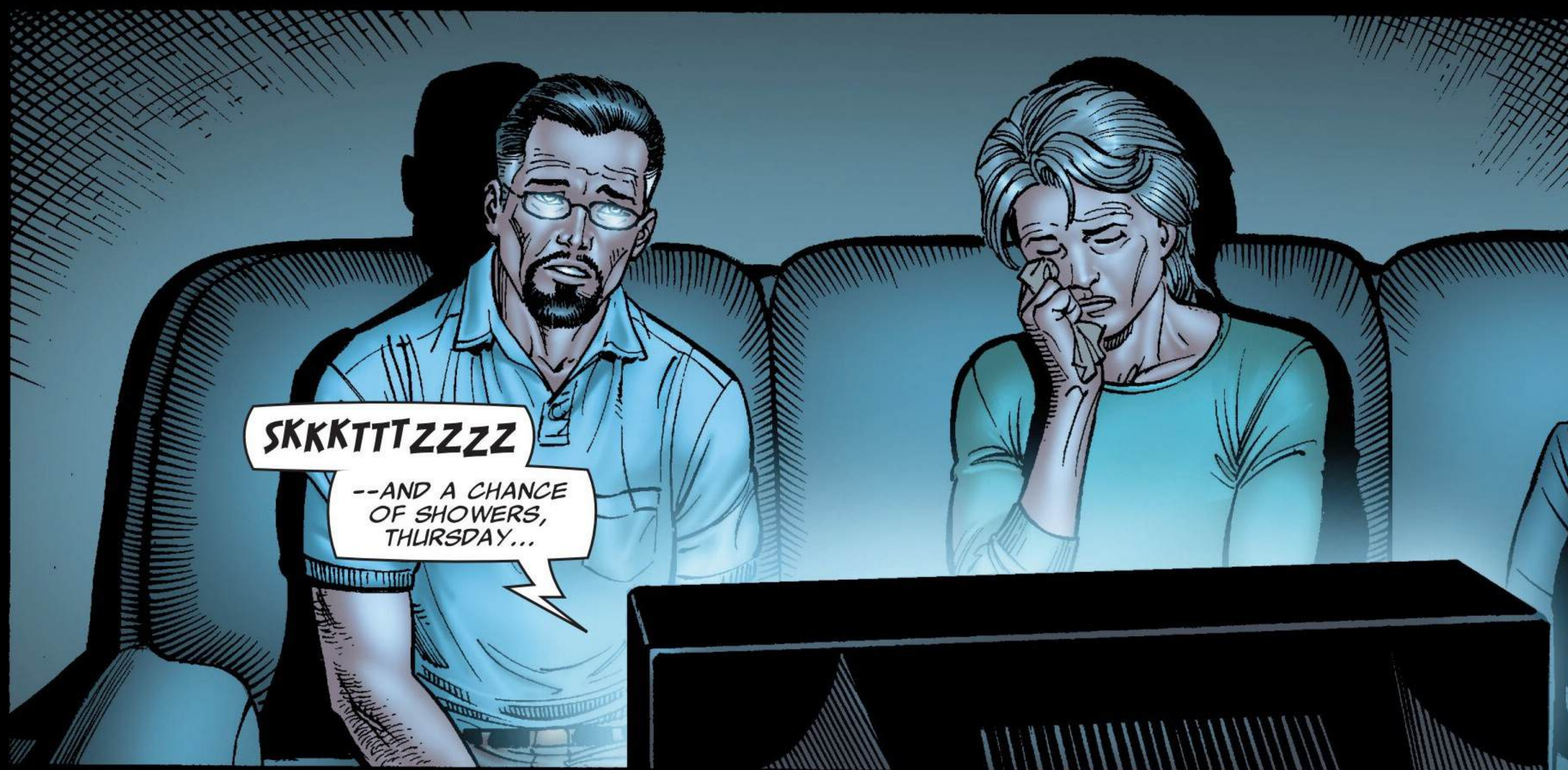
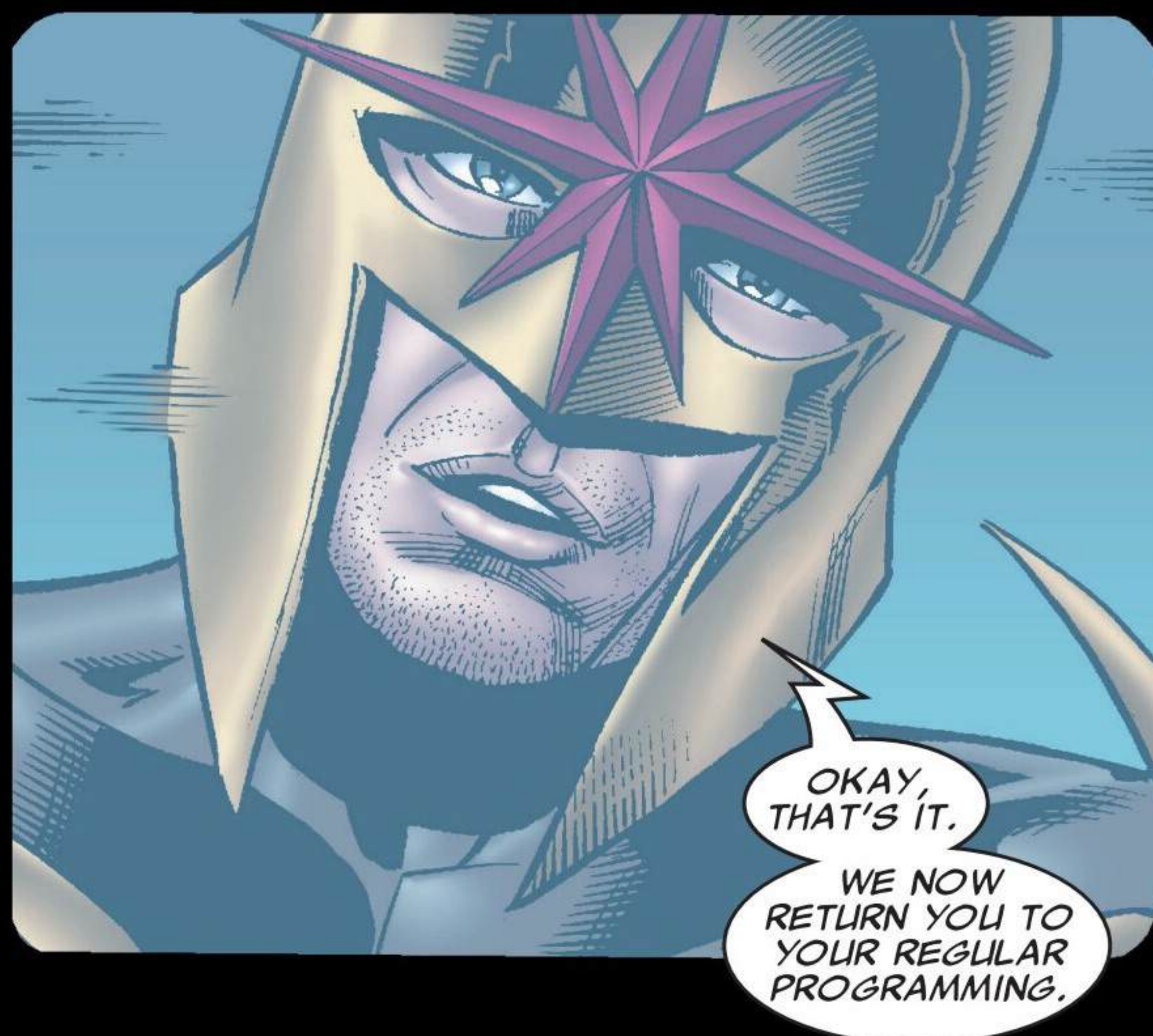
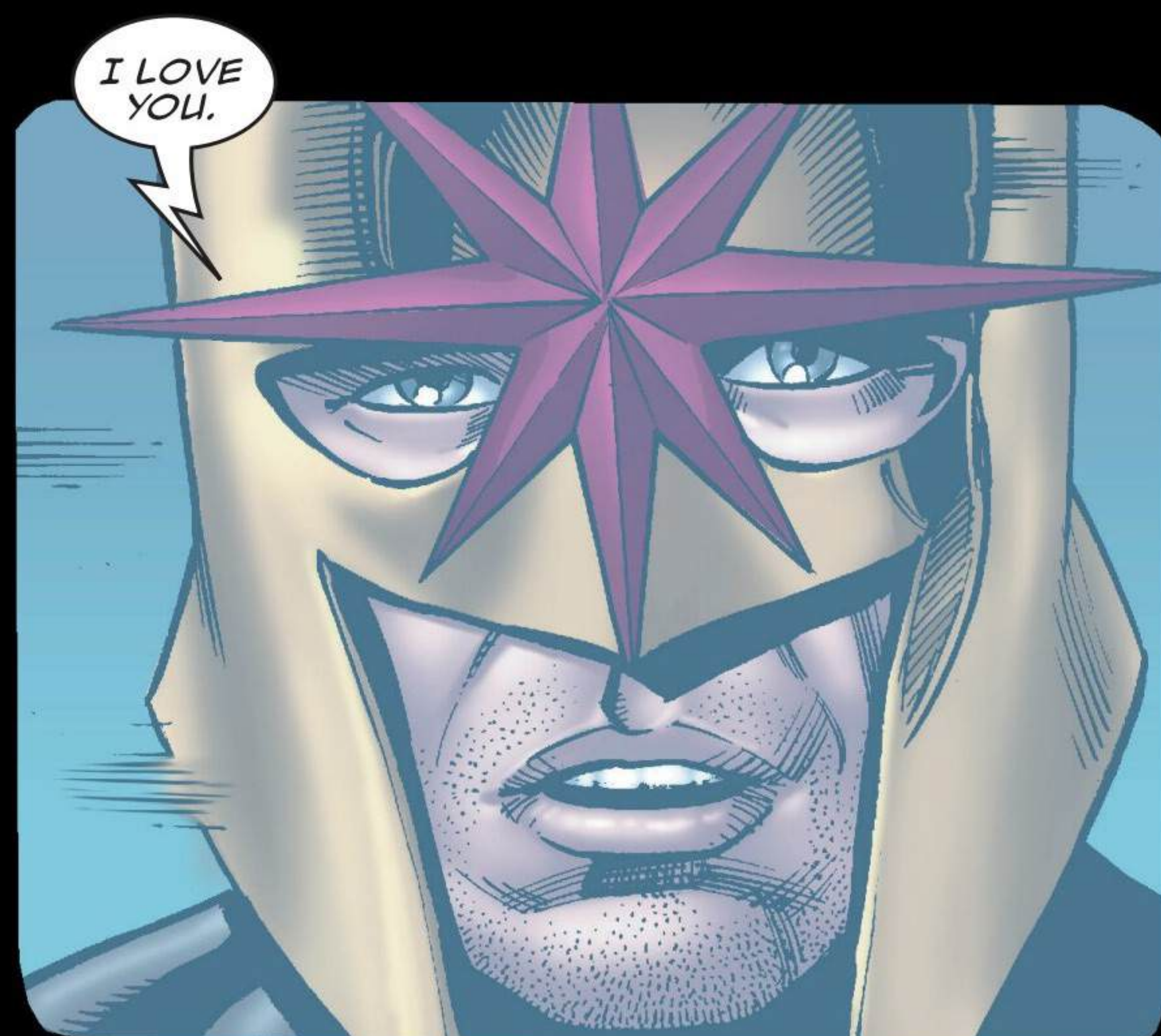
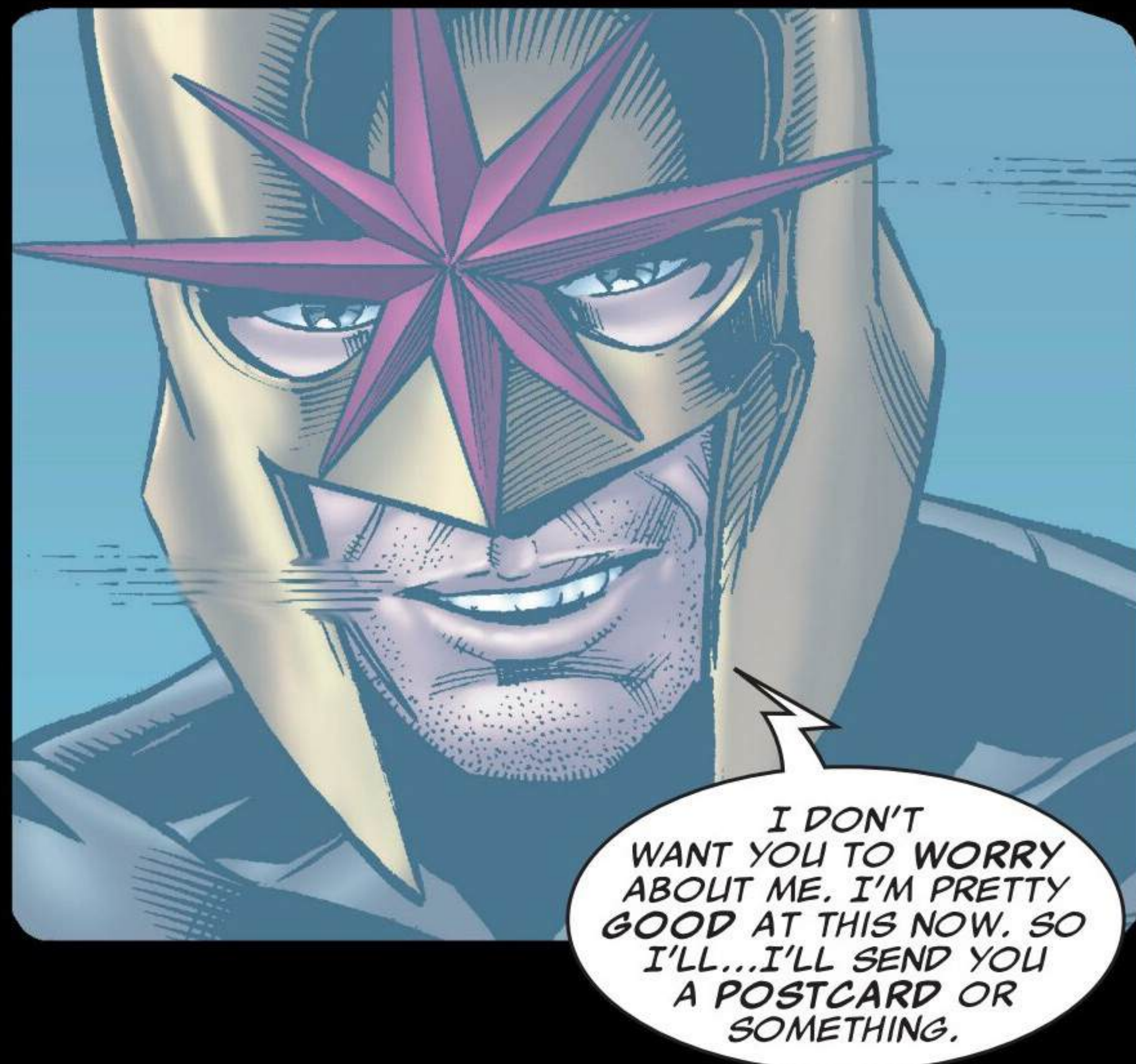
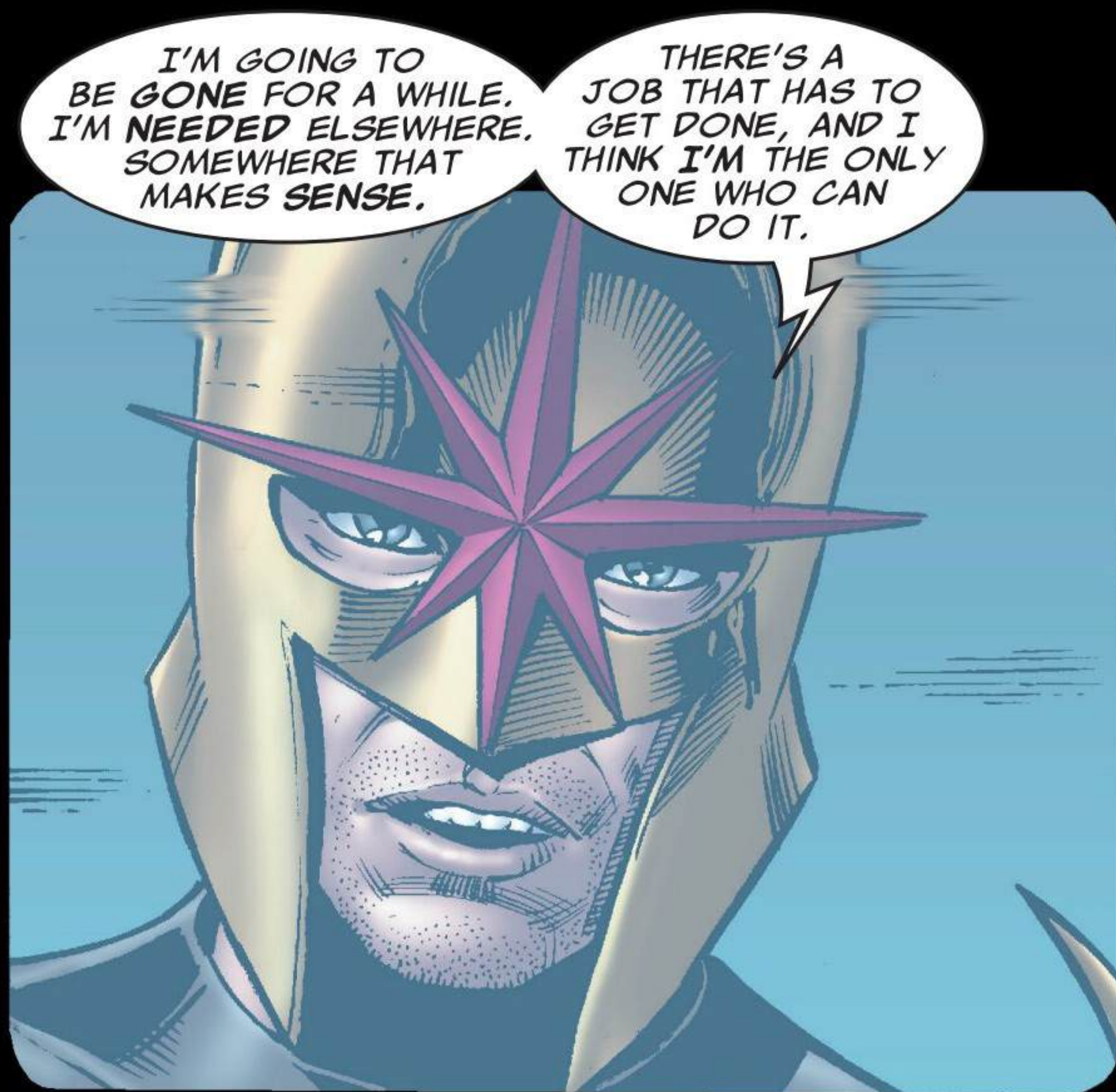


RICHARD?
HONEY...?



I COULDN'T
DO THIS FACE-TO-
FACE. HOW ABOUT
THAT?

I'VE FOUGHT
INTERGALACTIC
WARLORDS AND I'M
NOT BRAVE ENOUGH
TO TELL YOU THIS
IN PERSON.





RICHARD? ARE
YOU ALL RIGHT?

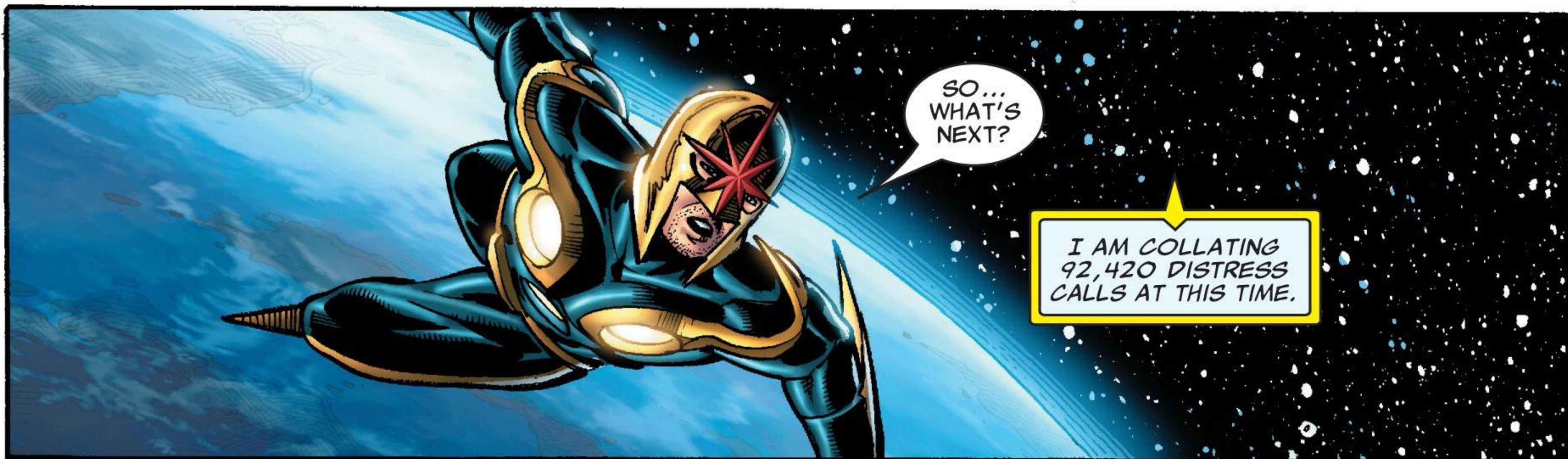
YUP.

ARE YOU
LYING TO
ME?

YUP.

THIS IS
THE RIGHT
THING TO DO,
WORLDMIND.

I AGREE WITH YOUR
PRACTICAL ANALYSIS,
RICHARD, IF NOT YOUR
EMOTIONAL ONE.



SO...
WHAT'S
NEXT?

I AM COLLATING
92,420 DISTRESS
CALLS AT THIS TIME.



HMM.
GONNA BE A
BUSY DAY.

HOWEVER, THERE HAVE BEEN 308
EMERGENCY SIGNALS FROM THE
KREE HOMEWORLD HALA IN THE
LAST EIGHTEEN MINUTES ALONE.



HALA IT IS.
COMPUTE COURSE
AND STARGATE EXIT
MATCH.

COURSE
COMPLITED.

THANK YOU,
WORLD MIND.
INFORM THE KREE
EMPIRE...



...I AM
RESPONDING.

ANNIHILATION: CONQUEST PROLOGUE





IT IS THE GRIM AFTERMATH OF THE
CATASTROPHIC **ANNIHILATION WAR**.

THIS DEVASTATING ASSAULT UPON OUR
UNIVERSE BY THE FORCES OF THE NEGATIVE
ZONE WAS NARROWLY TURNED BACK BY A
RAG-TAG GROUP OF HEROES INCLUDING
NOVA, PETER QUILL AND THE NEW QUASAR.

THE SECTORS OF THE GALAXY NOW LIE IN
TATTERS. THE OLD ORDER HAS CHANGED.
ENTIRE CIVILIZATIONS HAVE **COLLAPSED**,
OR BEEN REDUCED TO STONE-AGE
BARBARISM.

THE GREAT SKRULL EMPIRE IS GONE. ITS VAST
TERRITORIES HAVE BEEN OCCUPIED BY
THE FORCES OF THE ANNIHILATION WAVE.

THE SKRULLS' ANCIENT NEIGHBORS AND
RIVALS, THE **KREE**--NOW RULED BY RONAN
THE ACCUSER--STRUGGLE TO REBUILD AND
RESTORE THEIR **OWN** FRAGMENTED EMPIRE.

IT IS A TIME OF **PARANOIA** AND
HARDSHIP, OF **DESPAIR** AND **GRIEF**. ALL
ACROSS KREE SPACE, SURVIVORS STRIVE TO
PUT THEIR LIVES BACK TOGETHER, AND TO
SECURE WHAT THEY HAVE LEFT AGAINST
FUTURE THREATS.

BUT THERE ARE **IMMEDIATE** DANGERS: THE
BROKEN, THE DESPERATE, THE DISPOSSESSED.
TORRENTS OF DISPLACED REFUGEES SEEK
NEW HOMES AND EMERGENCY AID. SOME OF
THEM HAVE TURNED TO **VIOLENCE** TO
GET WHAT THEY WANT...

WHAT?

**LAMENTIS OUTWORLD.
AT THE VERY EDGE OF KREE SPACE...**



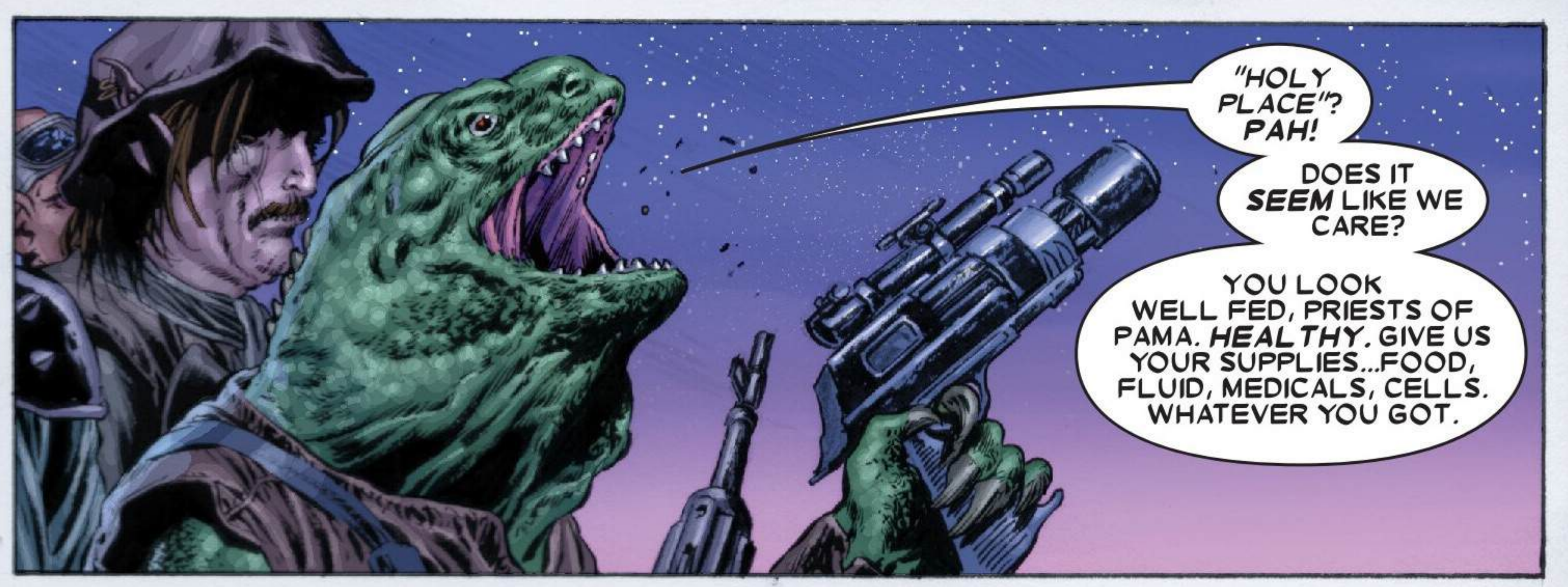
THE PRIESTS OF...
WHAT?



AND YET,
LOOK WHAT'S
FOUND YOU.

PAMA, THE
PRIESTS OF PAMA.
OURS IS A PACIFIST
ORDER. WE ARE NOT
LOOKING FOR
TROUBLE, SIR.

PLEASE, SIR,
HAVE YOUR FRIENDS
PUT UP THEIR
WEAPONS. THIS IS A
HOLY PLACE.



"HOLY
PLACE"?
PAH!

DOES IT
SEEM LIKE WE
CARE?

YOU LOOK
WELL FED, PRIESTS OF
PAMA. **HEALTHY.** GIVE US
YOUR SUPPLIES...FOOD,
FLUID, MEDICALS, CELLS.
WHATEVER YOU GOT.



THE PRIESTHOOD
HAS COME TO THIS OUTWORLD
TO HELP REBUILD THE TEMPLE,
FOR THE GOOD OF THE LOCAL
COMMUNITY.

THE TEMPLE
WAS LEVELED DURING
THE WAR.

WHAT MEAGER
RATIONS WE OWN
ARE RESERVED FOR THE
STONEMASONS AND
LABOR CREWS.



MY HEART **BLEEDS.**
WE'RE **HUNGRY.** WE'RE
SHUGGIN' THIRSTY. GIVE
US YOUR SUPPLIES **NOW,**
OR DISCOVER HOW MUCH
IT **SUCKS** TO BE A
PACIFIST.

ONE
SMALL POINT OF
CLARIFICATION...

...I AM
NOT A PRIEST
OF PAMA.

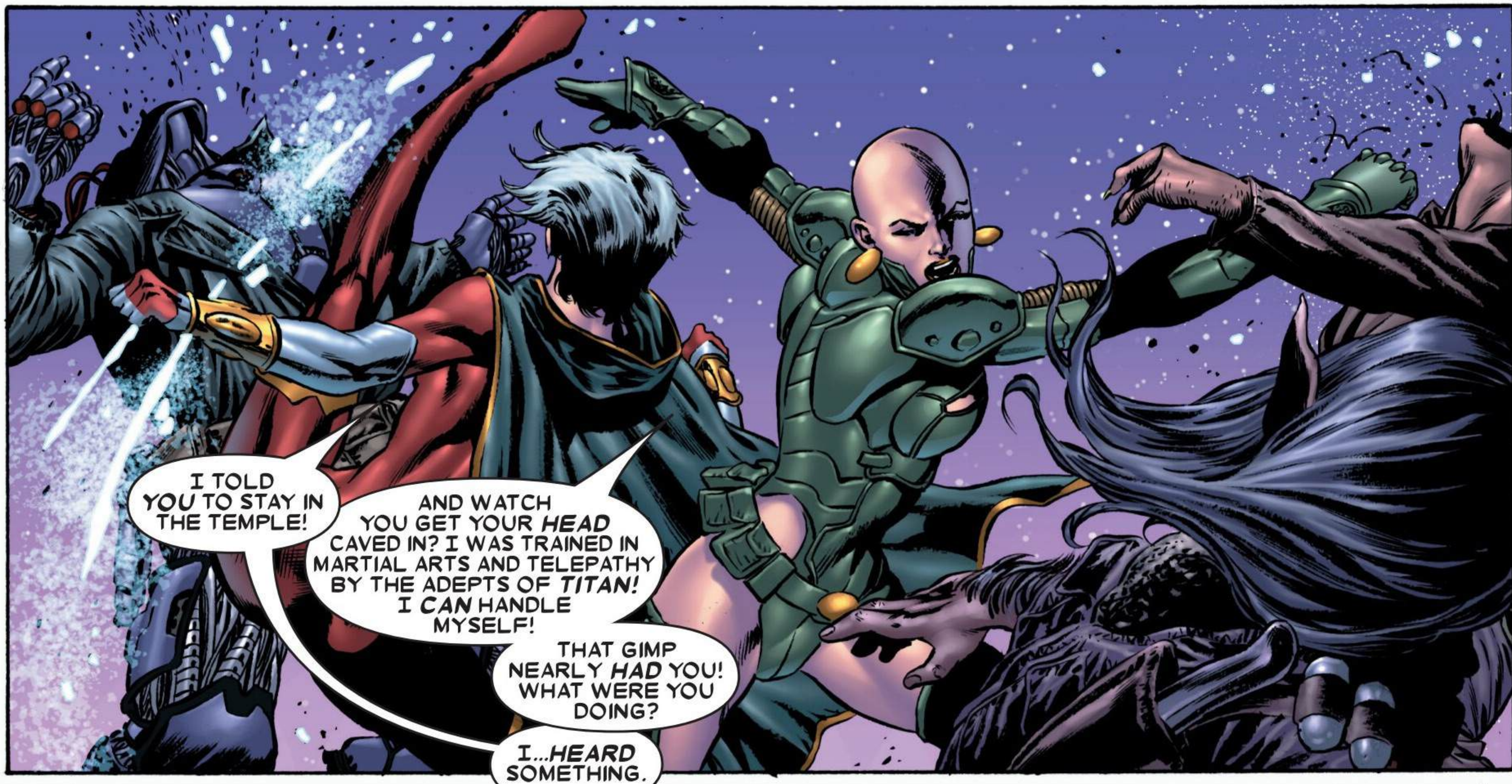
I AM CALLED
QUASAR, AND THIS
PLACE IS UNDER MY
PROTECTION.

NOW, HOW
WILL THINGS SUCK
TO BE YOU?

ANNIHILATION: CONQUEST PROLOGUE







I TOLD
YOU TO STAY IN
THE TEMPLE!

AND WATCH
YOU GET YOUR **HEAD**
CAVED IN? I WAS TRAINED IN
MARTIAL ARTS AND TELEPATHY
BY THE ADEPTS OF **TITAN!**
I CAN HANDLE
MYSELF!

THAT GIMP
NEARLY **HAD** YOU!
WHAT WERE YOU
DOING?

I...**HEARD**
SOMETHING.



YES, THE
SOUND OF YOUR
OWN **WHISTLING**
DEATH.

ARE WE
DONE?

IT
SEEMS
SO.

THANK YOU,
HEATHER.



IF YOU'RE
GOING TO INSIST
ON THIS "QUASAR"
THING, YOU COULD
AT **LEAST** CALL ME
MOONDRAGON
AT WORK.

HMH.
I LIKE
THAT.

THANK YOU...
MOONDRAGON.



I LIKE IT
WHEN YOU
WATCH MY
BACK.



AHEM.

THE
PRIESTHOOD
THANKS YOU FOR
YOUR EFFORTS
TONIGHT.

OH...
THEY'RE MOST
WELCOME.

GATHER
THE SCAVENGERS UP,
OM-FAD, AND STRIP THEM
OF THEIR WEAPONS.

FIND
THEM A MEDIC,
AND PALLETS TO
SLEEP ON. GIVE
THEM FOOD
AND WATER.



YOU ARE ALTOGETHER TOO
GENEROUS, PHYLAVELL.
THESE RAIDERS WOULD
HAVE **MURDERED** US FOR
OUR PROVISIONS.

NOW
YOU GIVE THEM
WHAT THEY
DEMANDED?

THE KREE OUTWORLDS ARE
CRAWLING WITH THE
DESPERATE AND THE HOPELESS,
OM-FAD. SCAVENGERS LIKE
THESE ARE TWO A PENNY. THEY
MUST BE EDUCATED THAT
VIOLENCE IS NO SOLUTION,
BUT THEY MUST ALSO BE
HELPED.

AND IT'S
QUASAR, FATHER.
QUASAR.



OF
COURSE IT IS,
MISTRESS.

SO,
YOU'RE GETTING
THE HANG OF THE
BANDS?

NOTHING **LIKE**
FAST ENOUGH. THE
DISCIPLINE INVOLVED IS
VERY INTENSE. I DON'T
SEEM TO HAVE ENOUGH
IMAGINATION.

I DON'T KNOW
HOW WENDELL
VAUGHN MANAGED IT.
HE MUST HAVE BEEN AN
EXTRAORDINARY
PERSON.



THAT'S WHY YOUR
PREDECESSOR
GOT THE JOB, I
GUESS.

BIG
SHOES.

STORY OF
YOUR LIFE. TWO
CAPTAIN MARVELS IN
THE FAMILY, AND THEN
YOU GO AND GET THE
QUANTUM BANDS,
TOO?

HOW
MANY HEROES
DO YOU WANT
TO **BE**, PHY?



I THINK THE
ANSWER TO THAT IS
"**NONE OF THEM.**" DESPITE
MY YEARS OF TRAINING, I
COULD **NEVER** MAKE THE
GRADE LIKE MY FATHER
OR MY BROTHER. I'M NO
CAPTAIN MARVEL.

I DON'T
THINK I'M A
QUASAR YET,
EITHER.

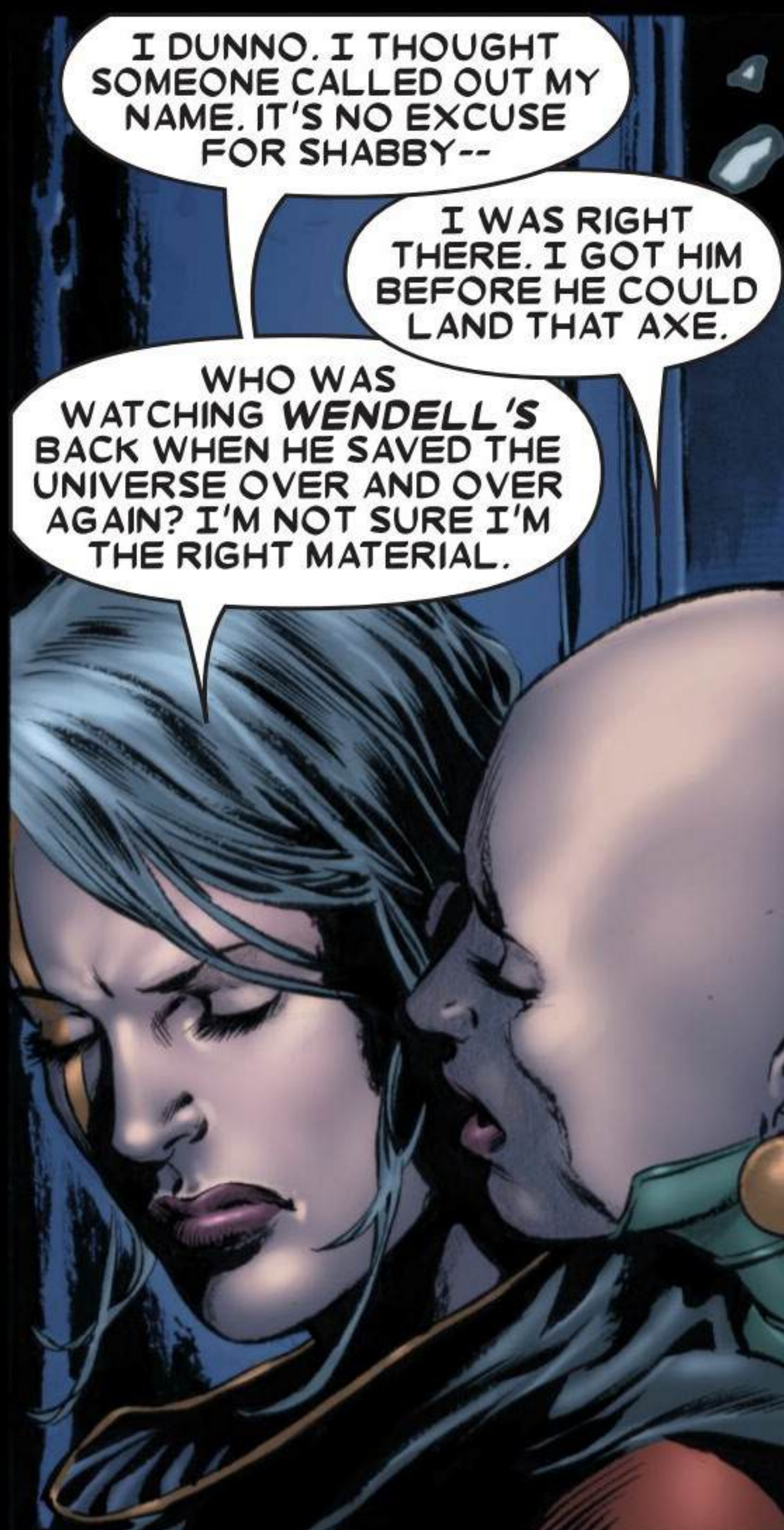


YOU'LL DO FINE.

I LOVE YOU, BUT YOU'RE AN IDIOT. HEATHER... "PROTECTOR OF THE UNIVERSE"? ME? REALLY?

THAT DIRTBAG ALMOST CHOPPED ME IN TWO. I'M NOT EXTENDING MY POWERS ENOUGH. I'M JUST NOT USING THE BANDS PROPERLY.

YOU WERE DISTRACTED, YOU SAID. YOU HEARD SOMETHING.



I DUNNO. I THOUGHT SOMEONE CALLED OUT MY NAME. IT'S NO EXCUSE FOR SHABBY--

I WAS RIGHT THERE. I GOT HIM BEFORE HE COULD LAND THAT AXE.

WHO WAS WATCHING **WENDELL'S** BACK WHEN HE SAVED THE UNIVERSE OVER AND OVER AGAIN? I'M NOT SURE I'M THE RIGHT MATERIAL.



HEATHER?

UNH... I'M--I'M ALL RIGHT.

REALLY, I'M OKAY. JUST A BIT DIZZY FOR A SECOND. MUST BE THE AIR HERE.



COME ON! WHY SO GRIM? WHAT'S ON YOUR MIND?

OH, JUST THAT EVERYTHING'S **SUCH A MESS**. THE WAR'S TAKEN AWAY SO MUCH.

PEOPLE NEED HELP. HELP TO REBUILD. PLANET AFTER PLANET, WORLD AFTER WORLD.

THAT'S WHY WE'RE HERE.



HERE? RECONSTRUCTING A TEMPLE THAT NO ONE'S EVER HEARD OF? THIS IS JUST AN **OUTWORLD**, FOR DAS'T SAKE!

I KNOW IT'S MEANT TO BE GOOD FOR THE SOUL, SIMPLE WORK LIKE THIS. BUT I WONDER SOMETIMES IF WE SHOULD BE DOING SOMETHING MORE **IMPORTANT**.



MORE IMPORTANT?
OUTWORLDS LIKE THIS
GET **FORGOTTEN**, PHY.
RONAN THE ACCUSER RULES
THE KREE NOW, AND HIS
REGENERATION PROGRAM
IS CONCENTRATED ON
HALA AND THE
HEARTWORLDS.

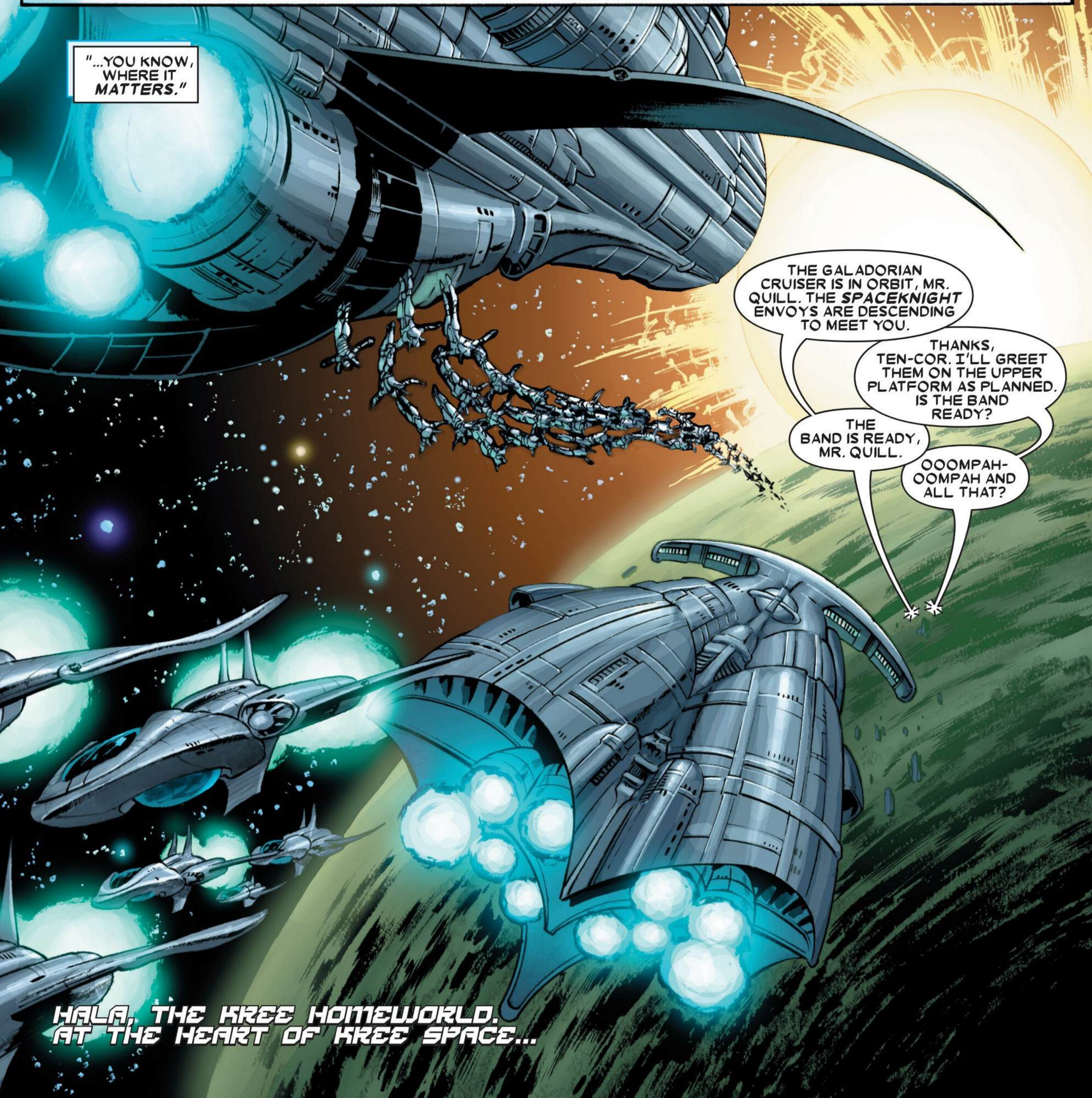
THIS IS THE
ONLY WAY KREE
SOCIETY IS GOING
TO GET ITSELF
PROPERLY
REBUILT.

BIT BY BIT.
EVERYBODY DOES
THEIR PART, WHERE-
EVER THEY ARE, AND
THE WHOLE COMES
TOGETHER.



EVERYBODY
DOES THEIR PART.
RIGHT.

I DAST WELL
HOPE THERE ARE A
LOT OF OTHER PEOPLE--
PEOPLE AS GOOD AS
YOU--WORKING
AS HARD...



"...YOU KNOW,
WHERE IT
MATTERS."

THE GALADORIAN
CRUISER IS IN ORBIT, MR.
QUILL. THE **SPACEKNIGHT**
ENVOYS ARE DESCENDING
TO MEET YOU.

THANKS,
TEN-COR. I'LL GREET
THEM ON THE UPPER
PLATFORM AS PLANNED.
IS THE BAND
READY?

THE
BAND IS READY,
MR. QUILL.

OOOMPAH-
OOOMPAH AND
ALL THAT?

**HALA, THE KREE HOMEWORLD.
AT THE HEART OF KREE SPACE...**



OOOMPAH-
OOOMPAH...WHATEVER
THAT MEANS. YES,
SIR.

GOOD WORK,
TEN-COR. REMIND
ME TO PROMOTE
YOU.

DAMN.
THESE THREADS
ARE SO ITCHY.

I THINK YOU
LOOK RATHER
DASHING, SIR.

REALLY? IS IT
TOO MUCH? I MEAN,
I HOLD NO REAL RANK.
I'M JUST A FREELANCE
COMBAT ADVISOR.

THIS ENTIRE
PROJECT WAS YOUR IDEA.
YOU NEGOTIATED TERMS
BETWEEN LORD RONAN
AND THE SPACEKNIGHTS
PERSONALLY.

YOU FOUGHT WITH
CONSPICUOUS GALLANTRY
IN THE WAR. YOU HAVE
WORKED **STRENUOUSLY** TO
SECURE IMPROVED DEFENSE
CAPABILITIES FOR THE
EMPIRE. THE KREE ARE IN
YOUR **DEBT**. IT IS ONLY
RIGHT YOU PERFORM THE
HONORS TODAY...EVEN IF
YOU ARE AN EARTH-BORN
WHELP.

NOW **GET
OVER YOURSELF**
AND HURRY ALONG.

YOU REMIND
ME OF A SHIP I
ONCE KNEW.

IMAGINE HOW
FUZZY THAT MAKES
A GIRL FEEL.



SAY...DID I
EVER ASK YOU
TO MARRY ME,
TEN-COR?

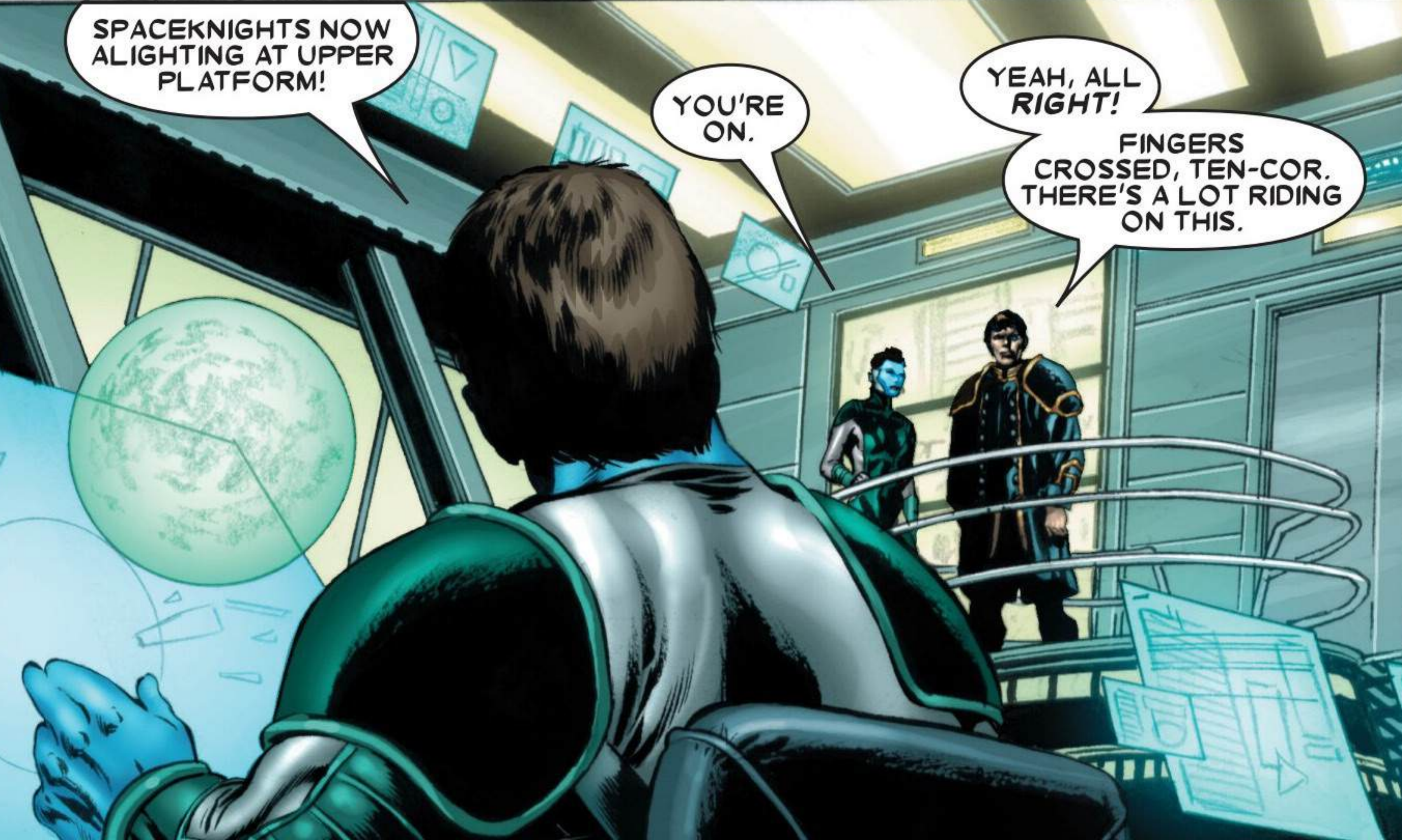


TWICE.
YOU WERE **DRUNK**
BOTH TIMES. I TOLD
YOU I'D NEVER MARRY
A PINK APE EVEN IF MY
LIFE DEPENDED
ON IT.



YOU'RE SO
KREE SOMETIMES,
TEN-COR.

THERE IS
NO **FINER**
COMPLIMENT,
SIR.



SPACEKNIGHTS NOW
ALIGHTING AT UPPER
PLATFORM!

YOU'RE
ON.

YEAH, ALL
RIGHT!

FINGERS
CROSSED, TEN-COR.
THERE'S A LOT RIDING
ON THIS.



FINGERS...
CROSSED?



OLD PINK
APE CUSTOM...
NEVER MIND!



INCOMING
SUB-ETHERIC LINK
FROM NOVA
CENTURION
RICHARD RIDER.

HEY, RICHIE!
HOW'S THE HUMAN
ROCKET BUSINESS
TREATING YOU?

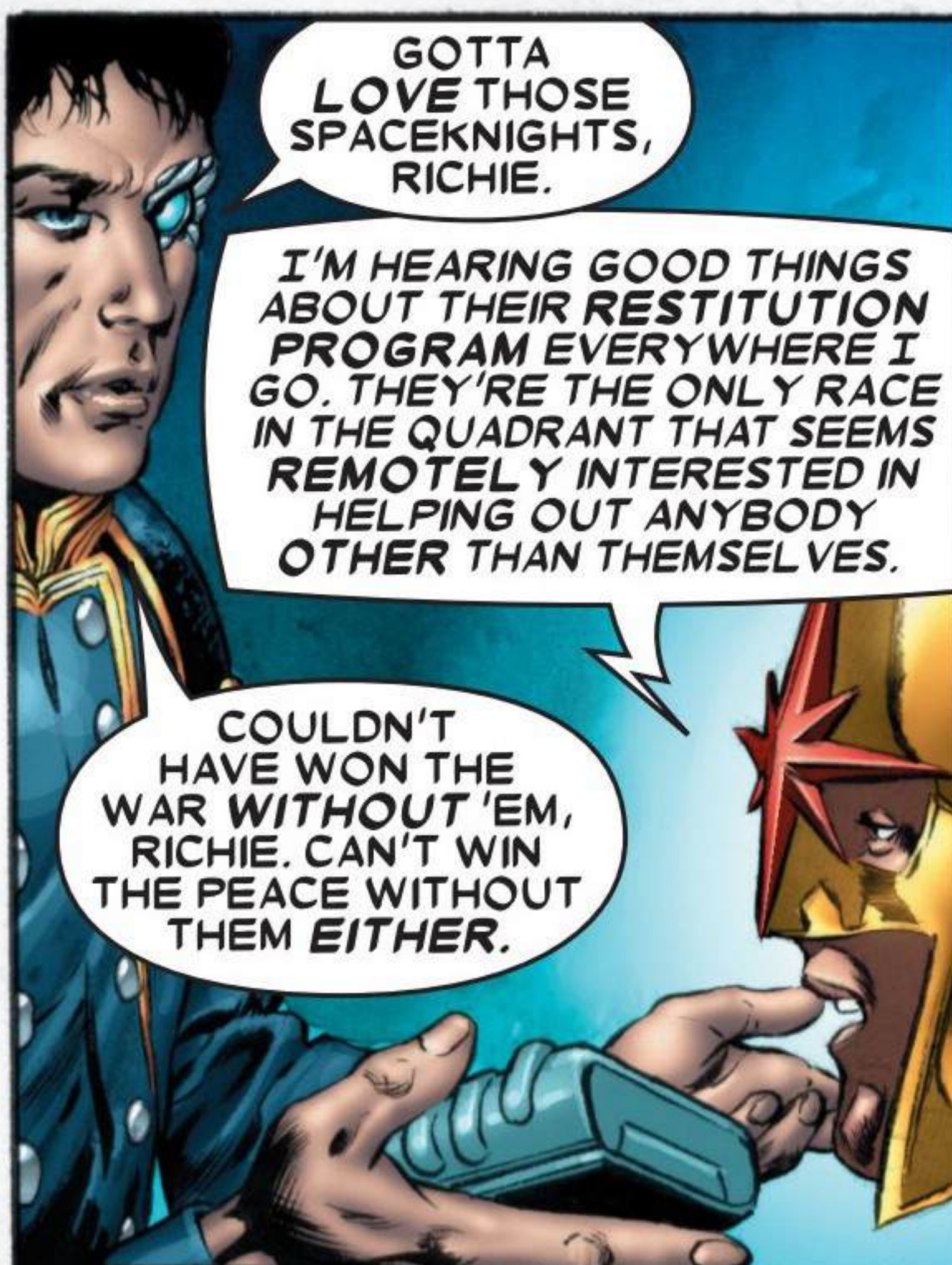


LOUSY. YOU TRY DOING
THE WORK OF THE WHOLE
NOVA CORPS ON YOUR
LONESOME.

I WISH I COULD BE
THERE WITH YOU TODAY,
PETER, BUT WITH ME
BEING THE LAST
CENTURION AND ALL...

I
APPRECIATE
THAT.

HOW'S IT
LOOKING?



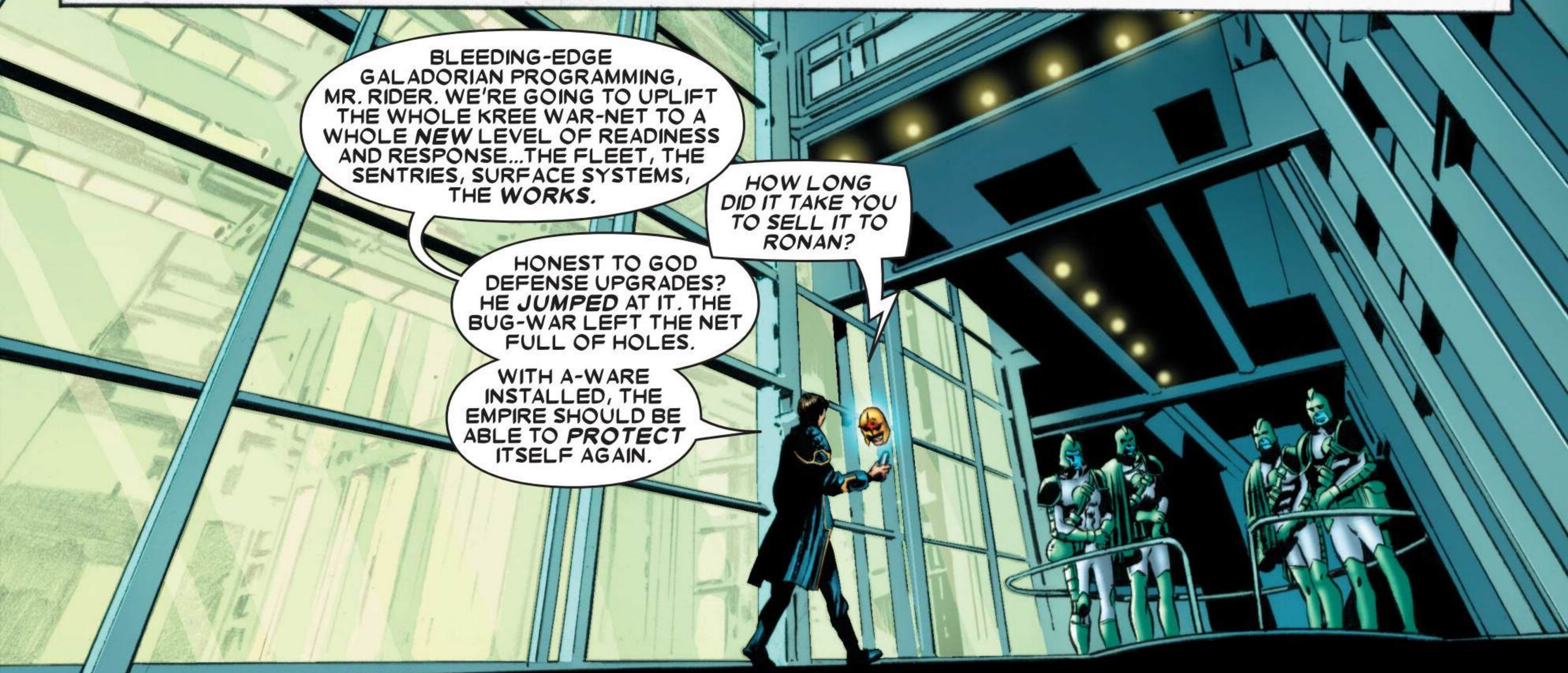
GOTTA
LOVE THOSE
SPACEKNIGHTS,
RICHIE.

I'M HEARING GOOD THINGS
ABOUT THEIR RESTITUTION
PROGRAM EVERYWHERE I
GO. THEY'RE THE ONLY RACE
IN THE QUADRANT THAT SEEMS
REMOTELY INTERESTED IN
HELPING OUT ANYBODY
OTHER THAN THEMSELVES.

COULDN'T
HAVE WON THE
WAR WITHOUT 'EM,
RICHIE. CAN'T WIN
THE PEACE WITHOUT
THEM EITHER.



LISTEN, PETER, THIS
A-WARE THEY'RE
OFFERING YOU?
IT'S THAT GOOD?



BLEEDING-EDGE
GALADORIAN PROGRAMMING,
MR. RIDER. WE'RE GOING TO UPLIFT
THE WHOLE KREE WAR-NET TO A
WHOLE NEW LEVEL OF READINESS
AND RESPONSE...THE FLEET, THE
SENTRIES, SURFACE SYSTEMS,
THE WORKS.

HOW LONG
DID IT TAKE YOU
TO SELL IT TO
RONAN?

HONEST TO GOD
DEFENSE UPGRADES?
HE JUMPED AT IT. THE
BUG-WAR LEFT THE NET
FULL OF HOLES.

WITH A-WARE
INSTALLED, THE
EMPIRE SHOULD BE
ABLE TO PROTECT
ITSELF AGAIN.





BIG DAY.

IF GALADORIAN SOFTWARE CAN ENHANCE THE PERFORMANCE OF KREE MILITARY FORCES, THEN IT CERTAINLY IS.

THE SPACE-KNIGHTS ARE FEW. THE KREE WAR-NET IS THE ONLY MILITARY FORCE OF ANY SIZE LEFT IN THE QUADRANT.

IT IS THE FIRST AND LAST LINE OF DEFENSE. IMPROVING ITS FUNCTION BENEFITS THE KREE...AND ALL PEACEFUL RACES.



THE ANNIHILATION WAR TAUGHT US ALL A PAINFUL LESSON. WE MUST JOIN TOGETHER TO MAKE THE GALAXY SAFE.

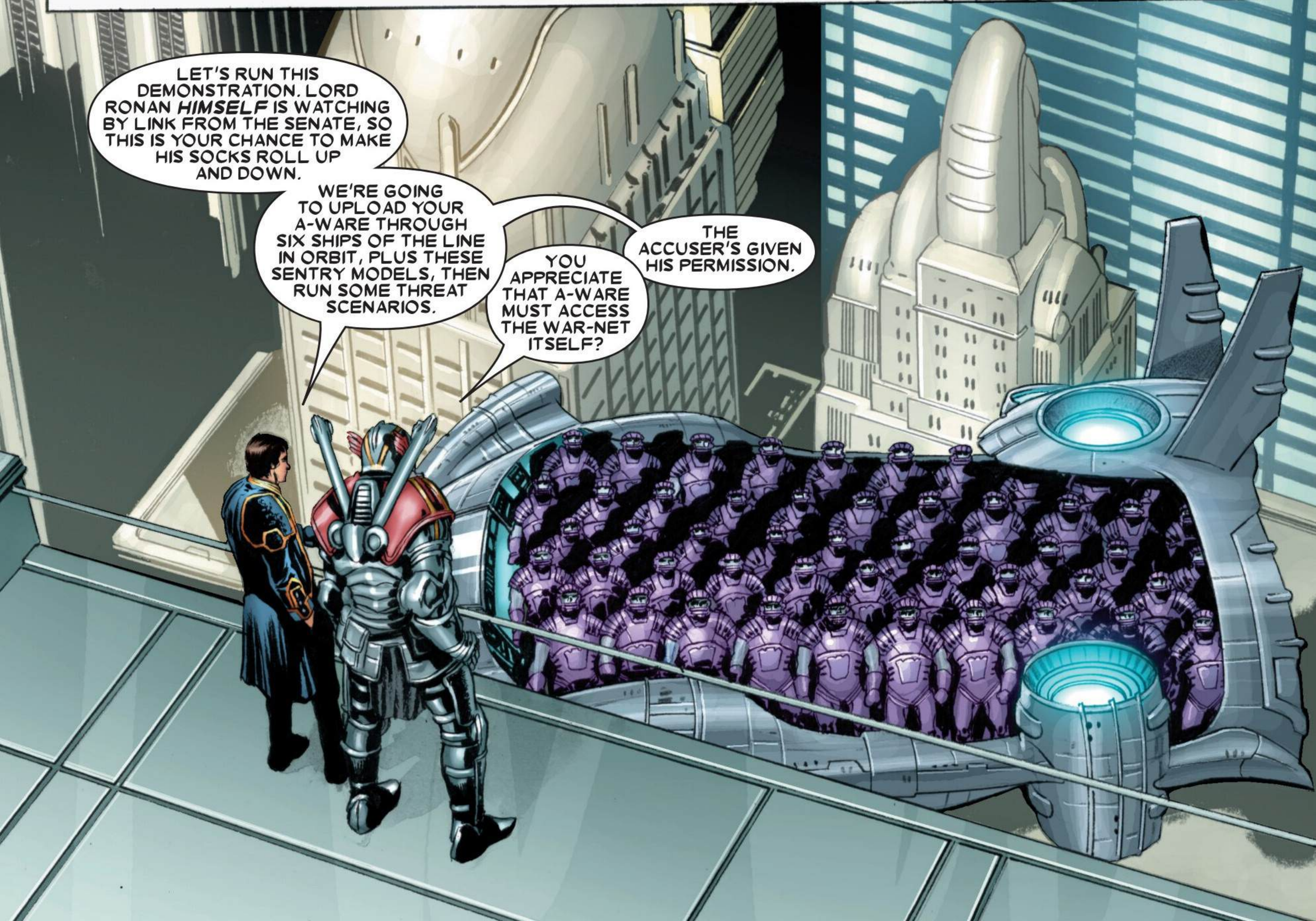
WE MUST BE READY THE NEXT TIME--



UH UH UH! DON'T JINX IT!

NEVER GONNA BE A "NEXT TIME," MY FRIEND. ANNIHILUS AND HIS DAS'T WAVE WAS A ONE-IN-A-GAZILLION SITUATION.

THAT SAID, THE SAFE SIDE'S ALWAYS NICE TO BE ON.



LET'S RUN THIS DEMONSTRATION. LORD RONAN *HIMSELF* IS WATCHING BY LINK FROM THE SENATE, SO THIS IS YOUR CHANCE TO MAKE HIS SOCKS ROLL UP AND DOWN.

WE'RE GOING TO UPLOAD YOUR A-WARE THROUGH SIX SHIPS OF THE LINE IN ORBIT, PLUS THESE SENTRY MODELS, THEN RUN SOME THREAT SCENARIOS.

YOU APPRECIATE THAT A-WARE MUST ACCESS THE WAR-NET ITSELF?

THE ACCUSER'S GIVEN HIS PERMISSION.

LET'S
DO IT.

INTERFACE,
PLEASE!

HERE,
SIR.

A-WARE IS
BOND-LOADED
INTO MY ARMOR-
SLEEVE.

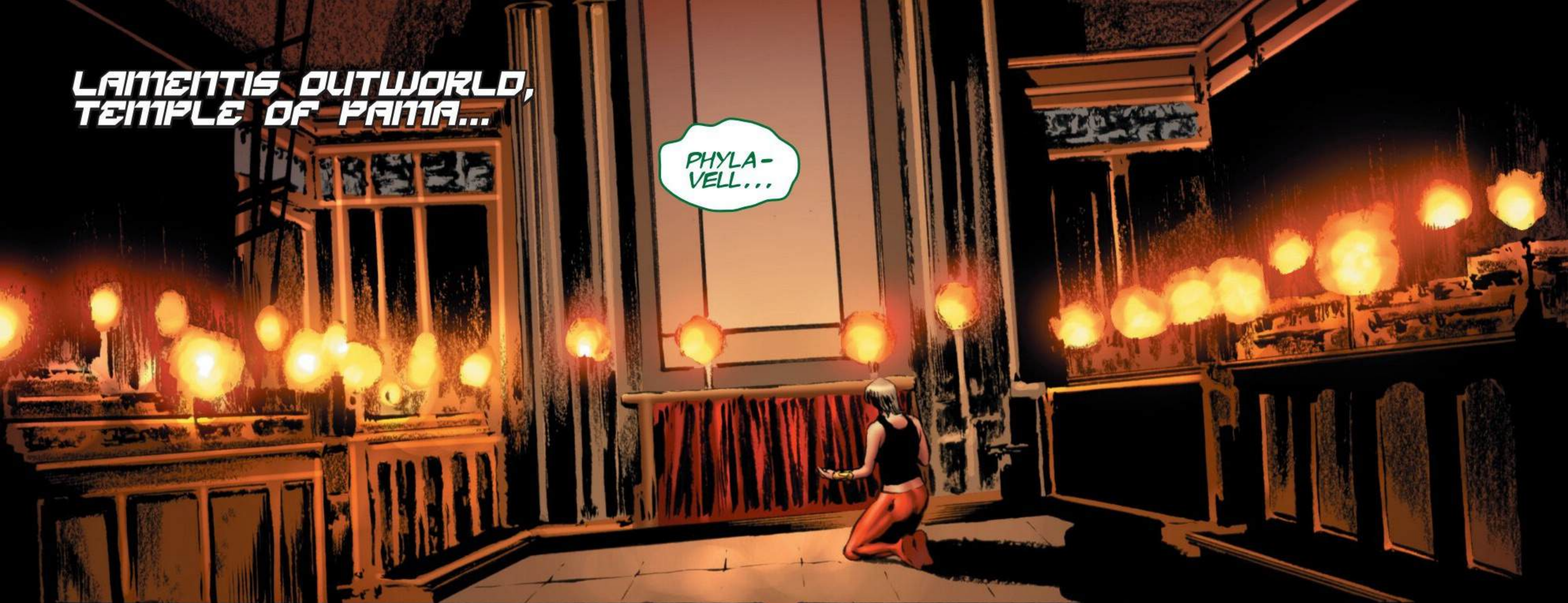


THREAT
SCENARIO ONE
IDENTIFIED. ORBITAL
INTRUDER. SENTRIES
EN ROUTE. FLEET
DEPLOYING. SURFACE
BATTERIES HAVE
RANGE.

NOW
THAT IS
SWEET...



LAMENTIS OUTWORLD,
TEMPLE OF PAINA...



PHYLA-
VELL...



AHH!
AGAIN!

WHO'S
THERE?

PHYLA-VELL,
YOU MEDITATE,
YOU PRAY, YOU
SEEK GUIDANCE,
DIRECTION.

WHO
IS THIS?

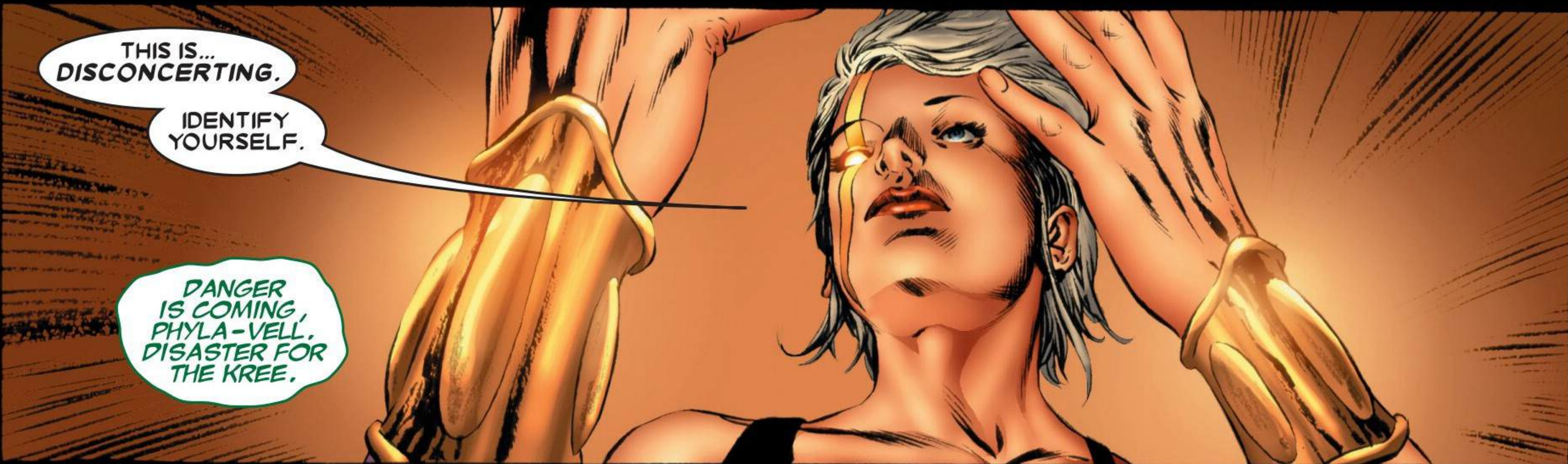


WHO
DO YOU THINK,
PHYLA-VELL?

THE BANDS!
THE QUANTUM
BANDS! Y-YOU'RE
IN THE BANDS!

ARE YOU...
ARE YOU WENDELL
VAUGHN?

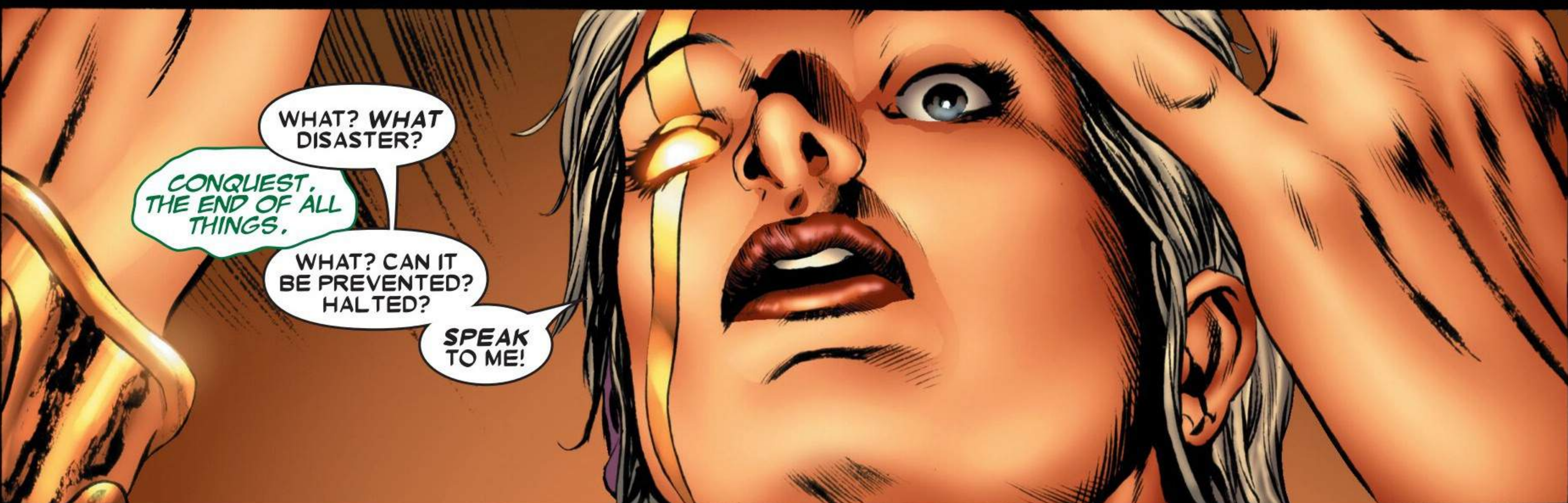
WENDELL
VAUGHN WAS
QUIASAR, YOU
ARE QUIASAR
NOW.



THIS IS...
DISCONCERTING.

IDENTIFY
YOURSELF.

DANGER
IS COMING,
PHYLA-VELL.
DISASTER FOR
THE KREE.



WHAT? WHAT
DISASTER?

CONQUEST,
THE END OF ALL
THINGS.

WHAT? CAN IT
BE PREVENTED?
HALTED?

SPEAK
TO ME!



THERE IS A
SAVIOR OF THE
KREE. A
DELIVERER.

DO
YOU MEAN...
ME?

NO
PHYLA-VELL.
BUT ONLY YOU
CAN FIND HIM.



HOW?
HOW DO I DO
THAT?

SPEAK TO
ME! SPEAK
TO ME!

THIS
VOICE YOU
HEARD...



... COULD IT
HAVE BEEN YOU
TALKING TO
YOURSELF, DO
YOU SUPPOSE?

HEATHER!
DAS'T, THE MOST
INSANE THING
JUST HAPPENED!
I WAS--

HEATHER?
WHAT IS IT?



I'M NOT SURE.
SOMETHING'S GOING
ON. WE'RE GETTING
THE MOST ILLOGICAL
REPORTS OVER THE
SUB-ETHERIC.

WHAT
KIND OF
REPORTS?

GARBLED,
REALLY. SOMETHING'S
GOING DOWN IN THE
HEARTWORLDS. HALA
ITSELF, I THINK.

SOMETHING
BAD.



HEATHER,
LISTEN. I'VE
JUST BEEN GIVEN
A WARNING.

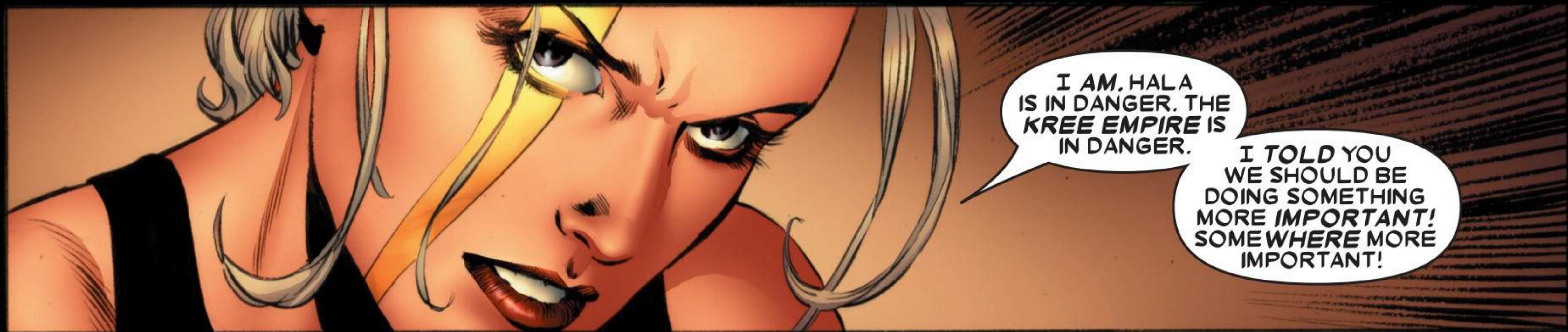
FROM
WHO?

I DON'T
KNOW. A
VOICE.



OH,
RIGHT.

WILL YOU BE
SERIOUS?



I AM. HALA IS IN DANGER. THE KREE EMPIRE IS IN DANGER.

I TOLD YOU WE SHOULD BE DOING SOMETHING MORE IMPORTANT! SOMEWHERE MORE IMPORTANT!

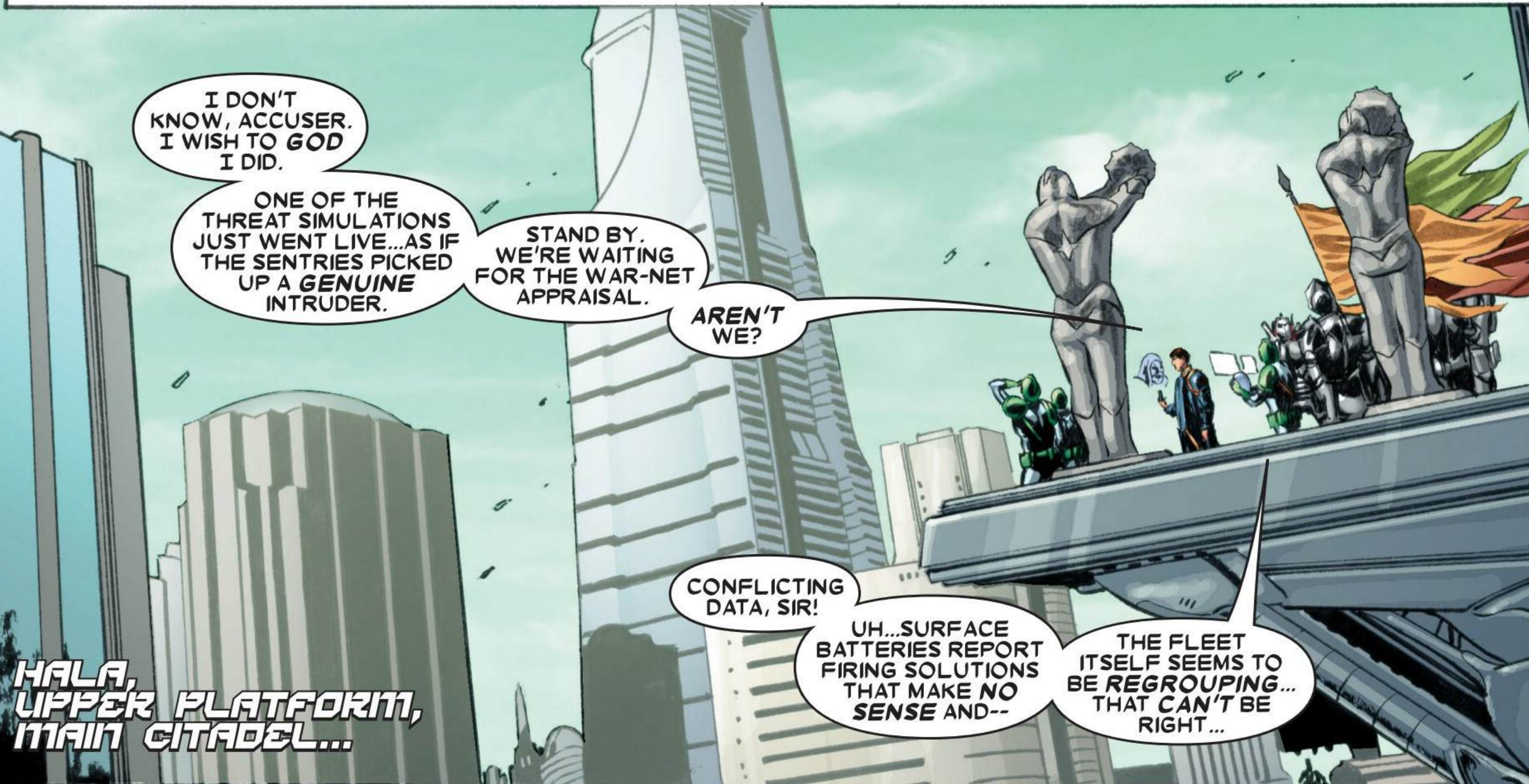
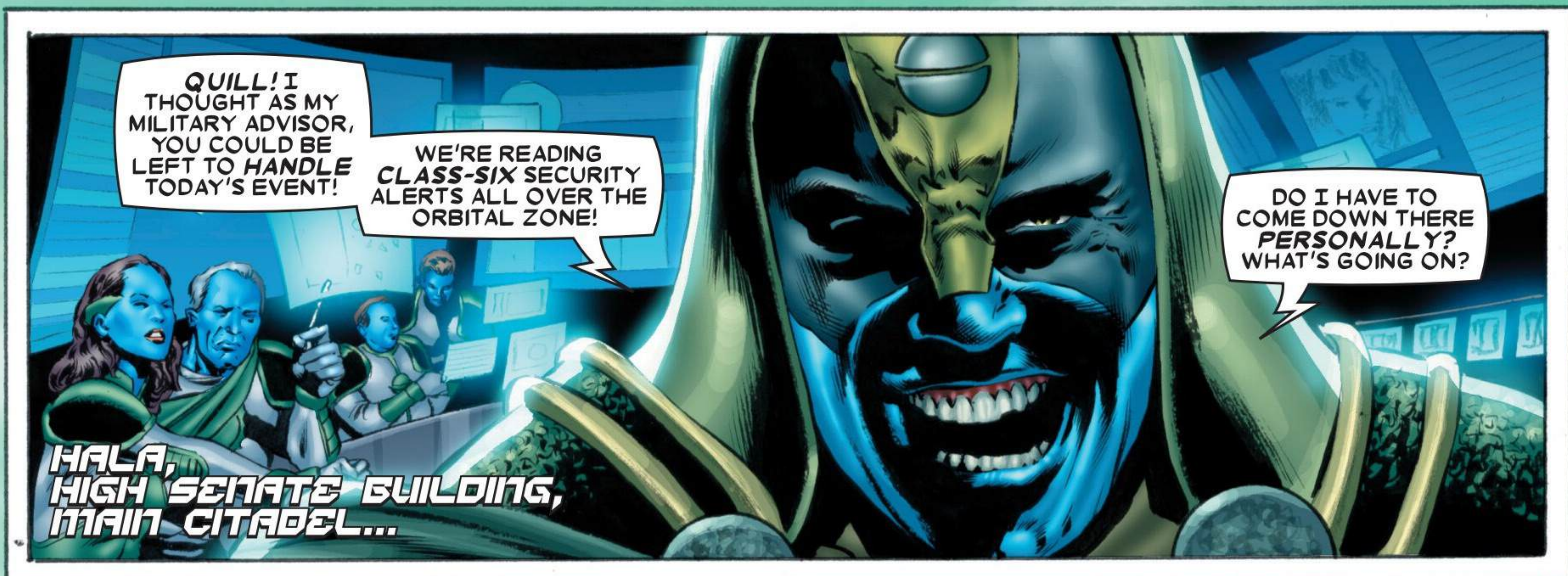


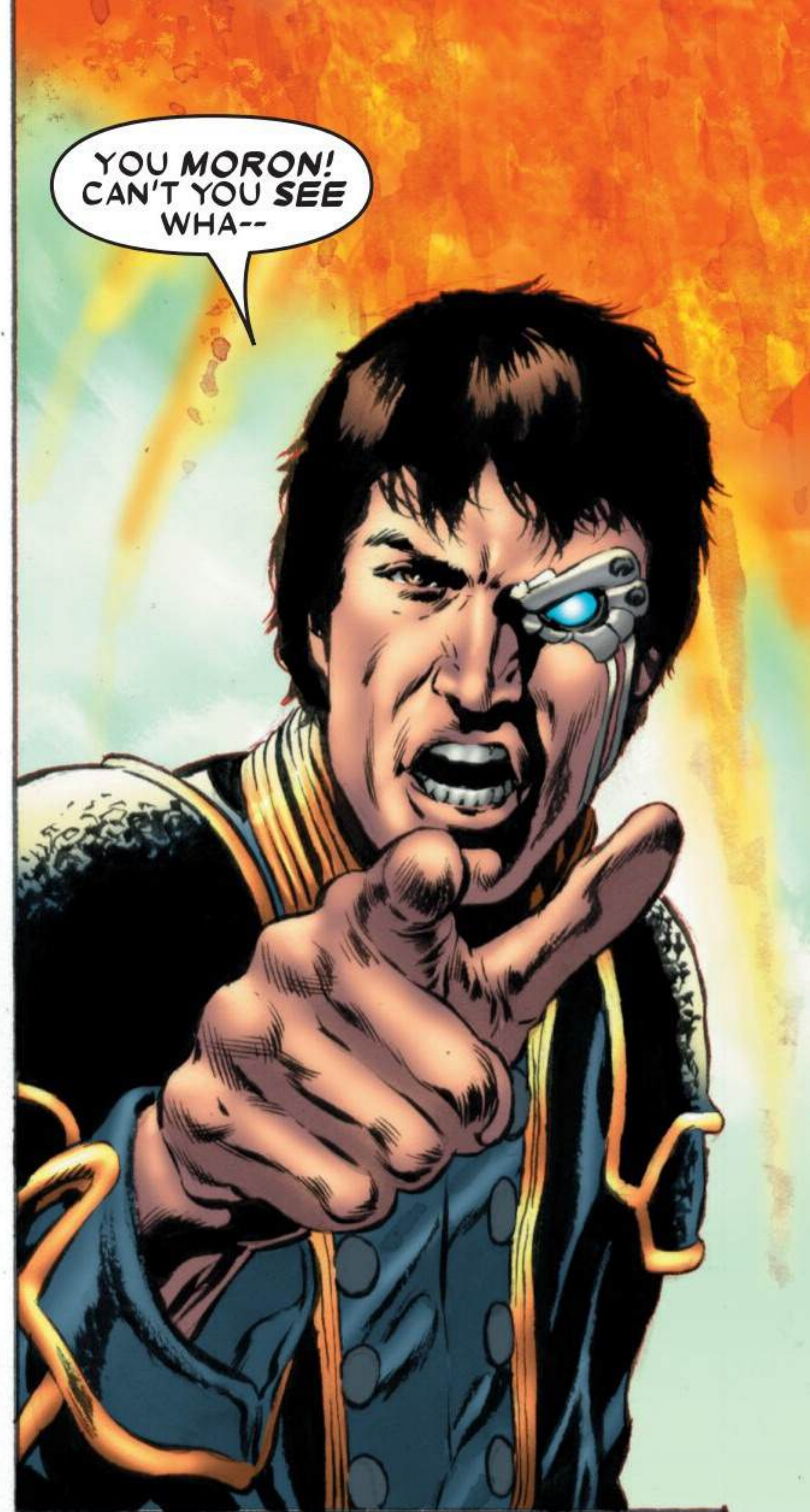
PHY?

YEAH?



MOVE!





THERE IS NO
INCOMPATIBILITY.

MNNGGG...



WE
MUST JOIN
TOGETHER...



...TO MAKE
THE GALAXY
SAFE.



LIKE
HELL!

ZZ-KOWW



TARGET THE
SPACEKNIGHTS!
TARGET THE
DAMN SPACE-
KNIGHTS!

ZZ-KOWW
ZZ-KOWW





YAAGHH!

WE
MUST JOIN
TOGETHER.

OUUGH--



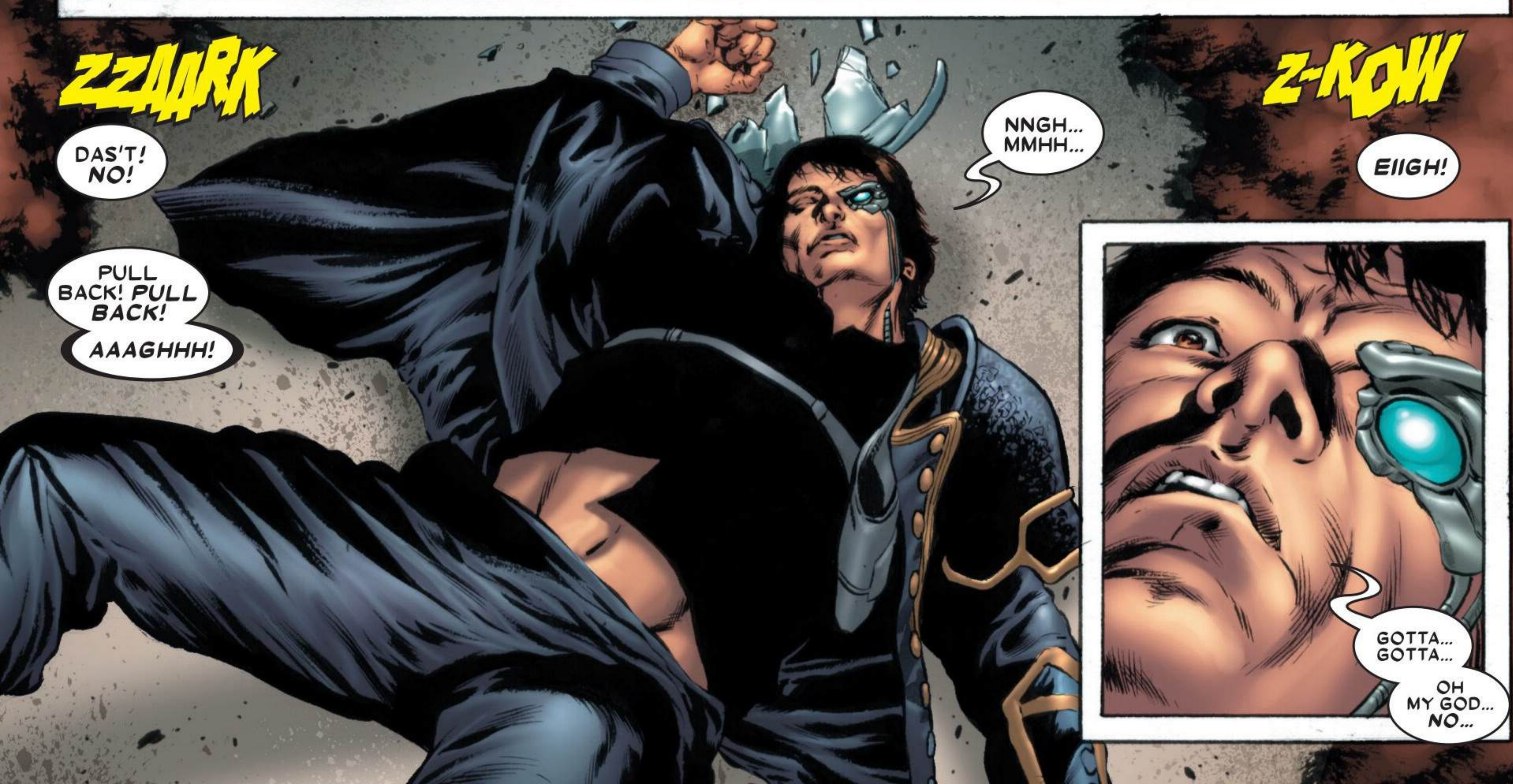
DO AS
THE HUMAN
SAID!

THE
GALADORIANS HAVE
TURNED ON US! FIRE
AT WILL!



ELIMINATE
THOSE
THAT WILL NOT
FREELY JOIN.

AS YOU
COMMAND.



ZZARK

Z-KOW

DAS'T!
NO!

PULL
BACK! PULL
BACK!

AAAGHHH!

NNGH...
MMHH...

EIGH!

GOTTA...
GOTTA...

OH
MY GOD...
NO...



...PLEASE
TELL ME I'M
DREAMING.

HEATHER!
NGHH! GET OUT
OF HERE!

LAMIENTIS OUTWORLD,
TEMPLE OF PAINA...

NO, I...I
WON'T LEAVE
YOU!

VERY LOVELY
AND LOYAL OF YOU,
BUT I NEED YOU TO
GET CLEAR OF THE
SHOCKWAVE!

THE...
WHAT?

THE.
SHOCKWAVE.

GO!



IF YOU SURVIVE THIS, YOU'VE EARNED A SPANKING.

PROMISES, PROMISES...



UGH!

THAKWOOOM

OOOOF!

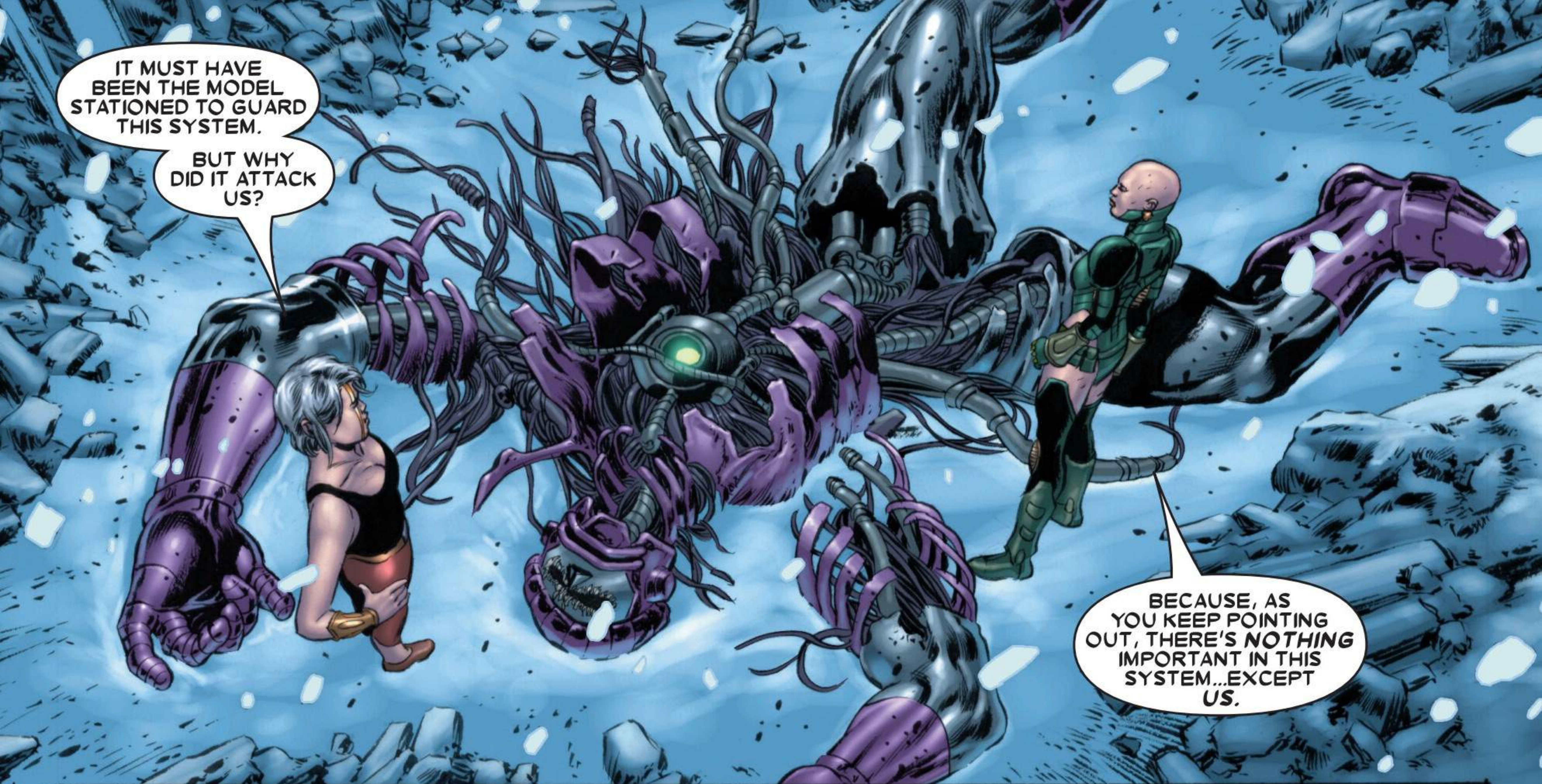


ARE YOU OKAY?

THAT WAS A KREE SENTRY, PHY. A SENTRY.

SO?

SO MAYBE YOU ARE GETTING THE HANG OF THOSE BANDS.



IT MUST HAVE BEEN THE MODEL STATIONED TO GUARD THIS SYSTEM.

BUT WHY DID IT ATTACK US?

BECAUSE, AS YOU KEEP POINTING OUT, THERE'S NOTHING IMPORTANT IN THIS SYSTEM...EXCEPT US.



THAT'S JUST PARANOIA. IT MUST HAVE MALFUNCTIONED. IT MUST...

DAS'T, YOU'RE RIGHT, AREN'T YOU?

DON'T LOOK AT ME LIKE THAT, HEATHER.

OF COURSE I'M RIGHT. SOMEONE TOOK CONTROL OF A SENTRY, AND AIMED IT AT US.



THAT'S A HELL OF A THING. YOU'D HAVE TO CRACK THE WAR-NET COMMAND CODES, FOR STARTERS...

PHYLAVELL...

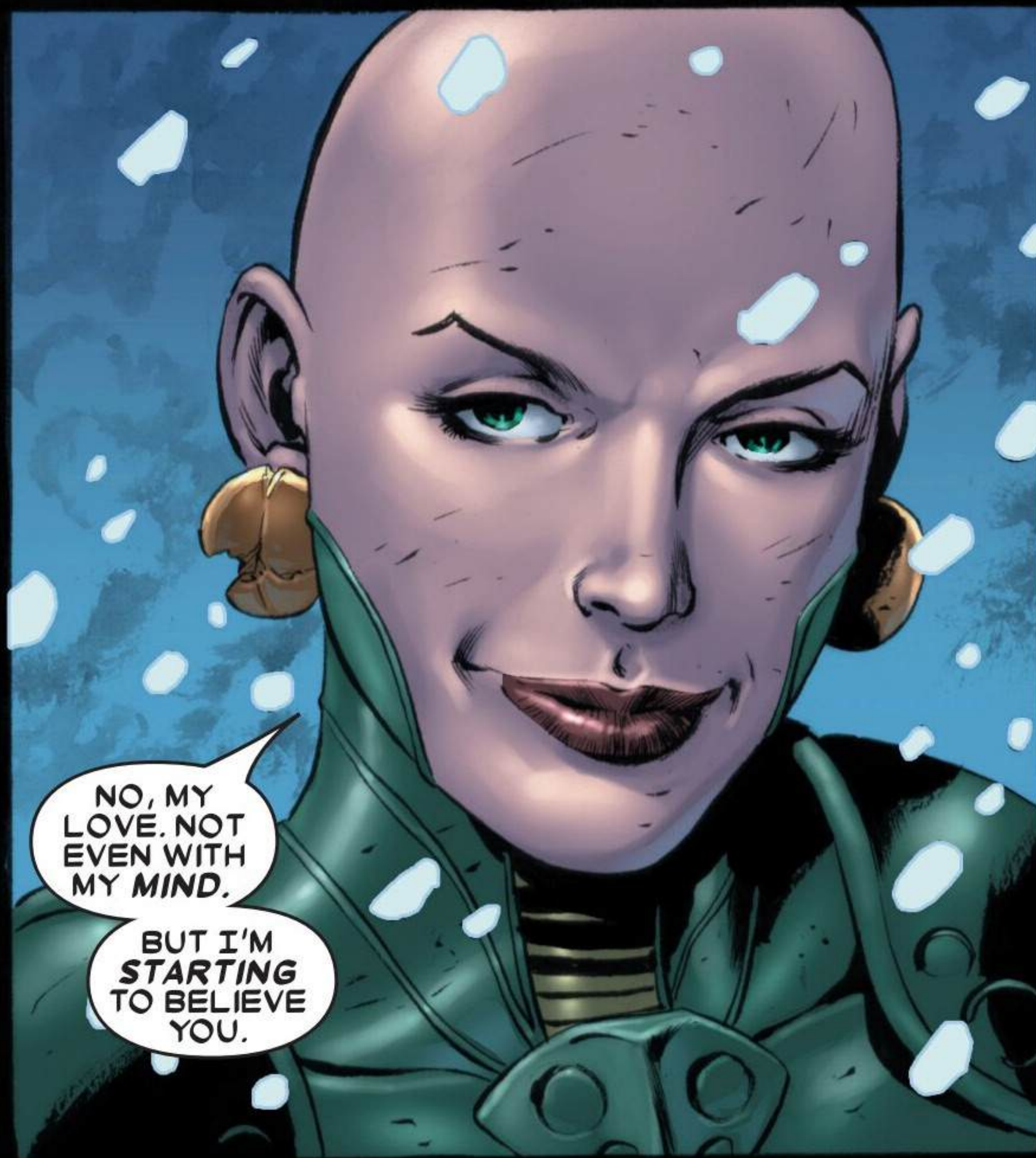
YES.

TIME IS RUNNING OUT. FIND HIM.



PHY? IT JUST HAPPENED AGAIN, DIDN'T IT?

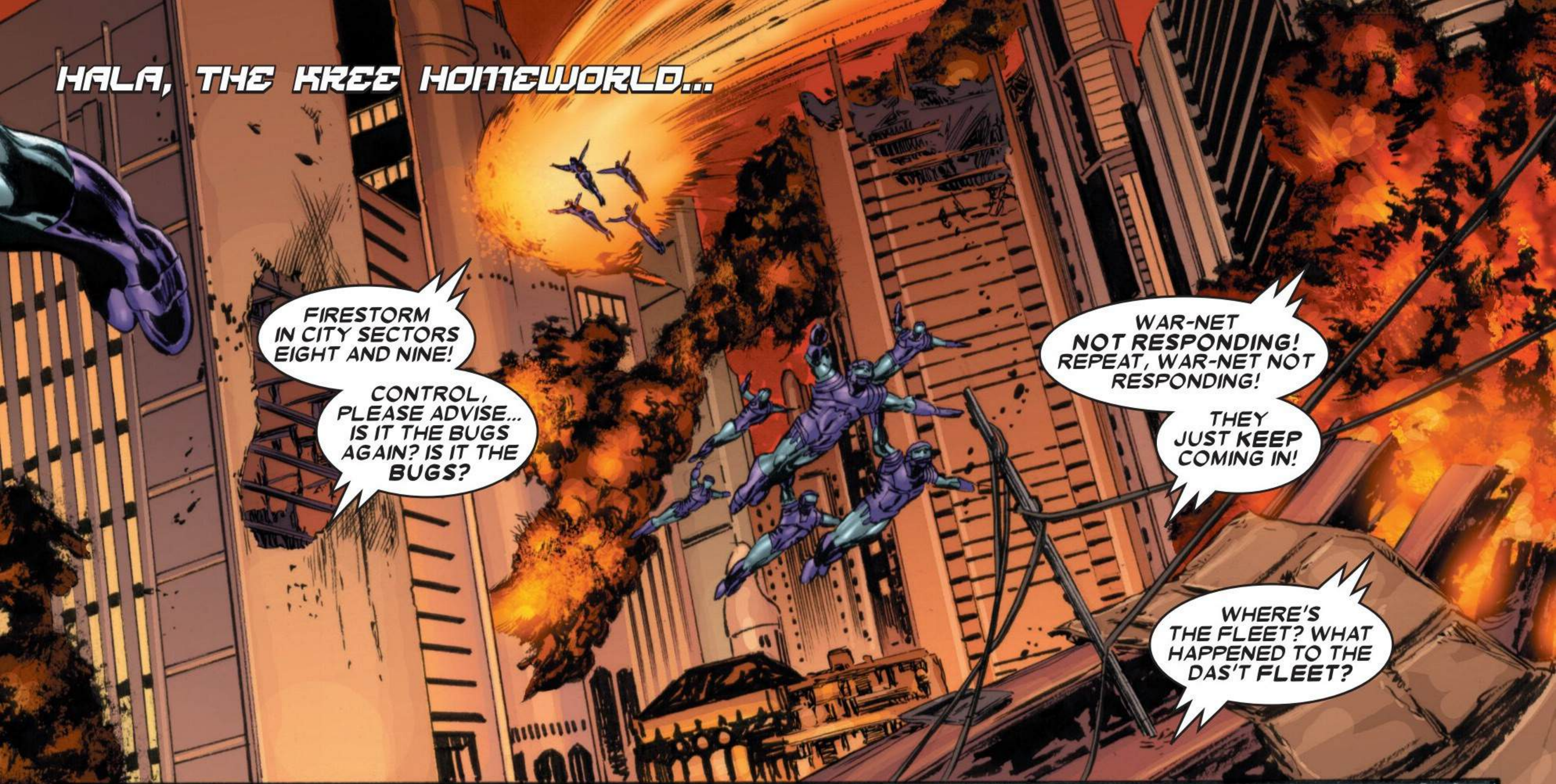
DID YOU HEAR IT?



NO, MY LOVE. NOT EVEN WITH MY MIND.

BUT I'M STARTING TO BELIEVE YOU.

HALA, THE KREE HOMEWORLD...



FIRESTORM
IN CITY SECTORS
EIGHT AND NINE!

CONTROL,
PLEASE ADVISE...
IS IT THE BUGS
AGAIN? IS IT THE
BUGS?

WAR-NET
NOT RESPONDING!
REPEAT, WAR-NET NOT
RESPONDING!

THEY
JUST KEEP
COMING IN!

WHERE'S
THE FLEET? WHAT
HAPPENED TO THE
DAS'T FLEET?



THE
SENTRIES
HAVE TURNED
ON US!

DIVERT ALL
SQUADS TO CITY
DECK EIGHTEEN!

SUPPORT!
WE NEED SUPPORT
IMMEDIATELY!



WHERE IS THE
ACCUSER? THE SUPREME
INTELLIGENCE WOULD
NEVER HAVE ALLOWED
THIS TO--

FIRETEAM
NINE-THREE, REPORT
YOUR POSITION!

THE SKY'S ON
FIRE HERE! CAN
ANYBODY--

HELP US!
HELP US--

SKZZZZKKK!



YOU
DIRTBAGS.
WE TRUSTED
YOU.

WORST OF
IT IS, I TRUSTED
YOU. I INVITED YOU
IN. I MADE THIS
HAPPEN.

YOU
REALLY
PLAYED ME,
DIDN'T
YOU?



YOUR A-WARE'S
IN EVERYTHING. EVERY
LAST SHRED OF WAR-NET,
EVERY LAST SCRAP OF THE
KREE'S TECHNOLOGICAL
INFRASTRUCTURE ACROSS
THE ENTIRE DAS'T
EMPIRE.

HOW
DID YOU DO
IT?

NO, SKIP
THAT. I DON'T
CARE.

WHY
DID YOU
DO IT?



THE
SENTRIES!
WHAT ARE THE
SENTRIES
DOING?

CONTROL,
ARE YOU SEEING
THIS?

SEEING
WHAT?



WHAT?
WHAT?

THEY'RE
FLOCKING
TOGETHER! DO
YOU SEE
THIS?

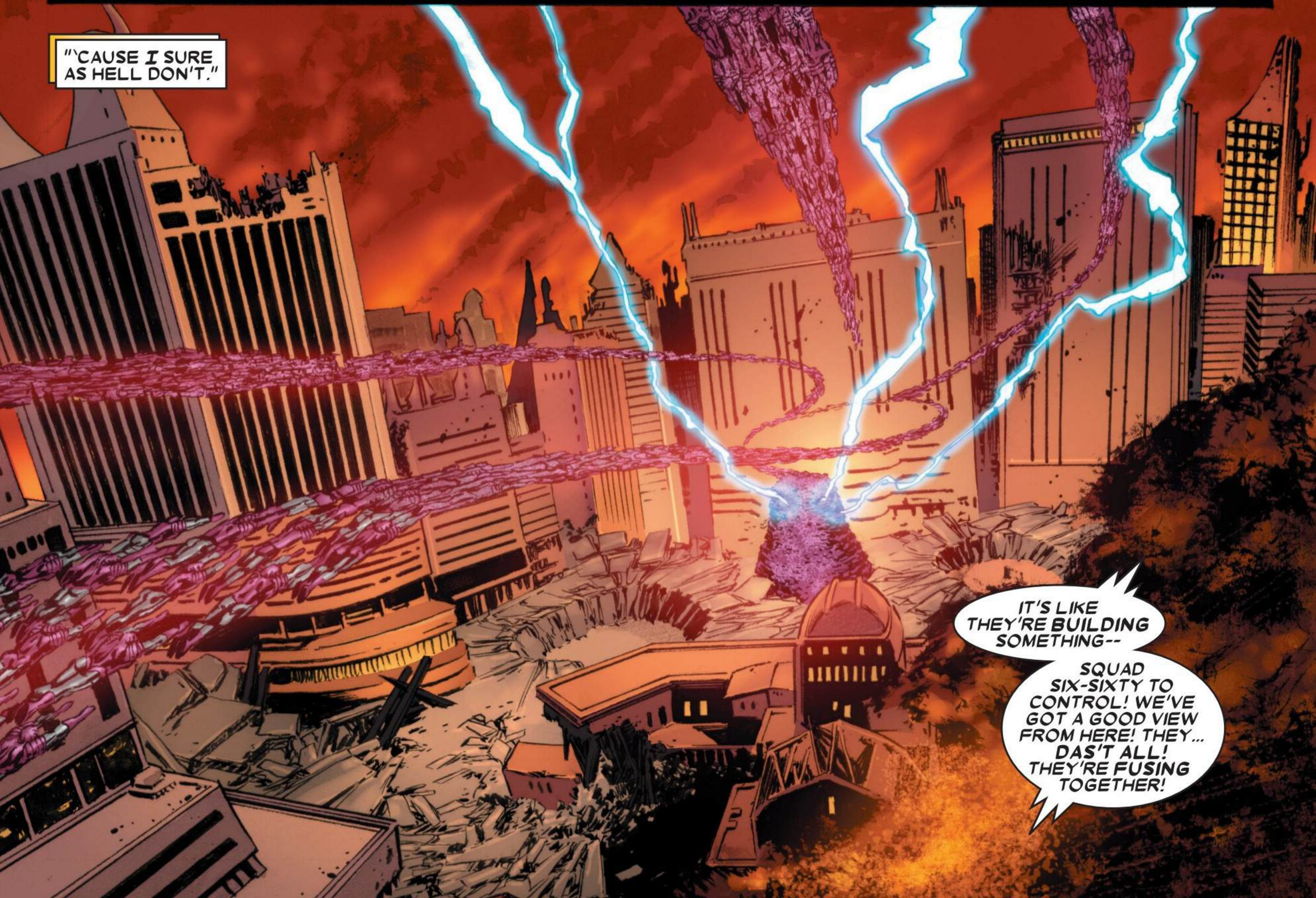
CONTROL,
THE SENTRIES ARE
MASSING OVER THE
MAIN CITY POWER
GENERATOR!



WHAT IN
THE NAME OF
HALA ARE
THEY DOING,
CONTROL?

YEAH, CONTROL,
WHAT THE HELL ARE
THEY DOING? DO YOU
KNOW? DO YOU?

"'CAUSE I SURE
AS HELL DON'T."



IT'S LIKE
THEY'RE BUILDING
SOMETHING--

SQUAD
SIX-SIXTY TO
CONTROL! WE'VE
GOT A GOOD VIEW
FROM HERE! THEY...
DAS'T ALL!
THEY'RE FUSING
TOGETHER!



HOW ARE
THEY DOING THAT?
WE DON'T HAVE THAT
TECHNOLOGY!

CONTROL,
RESPOND!

WHAT
ARE THEY
DOING?



IT'S
SOME KIND OF...
TOWER?

CONTROL!
WHERE ARE YOU?
THE FLEET MUST
TARGET THIS
BEFORE--

A TOWER!
IT'S A
TOWER!



WHY?

CONTROL TO
ALL UNITS. HOLD
YOUR POSITIONS.
WE'RE TRYING TO
ASSESS...

...GIVE US A
MOMENT...

CONTROL?
CONTROL?



OH, DAS'T,
IT'S--



SKZZZZKKK...



HALA...

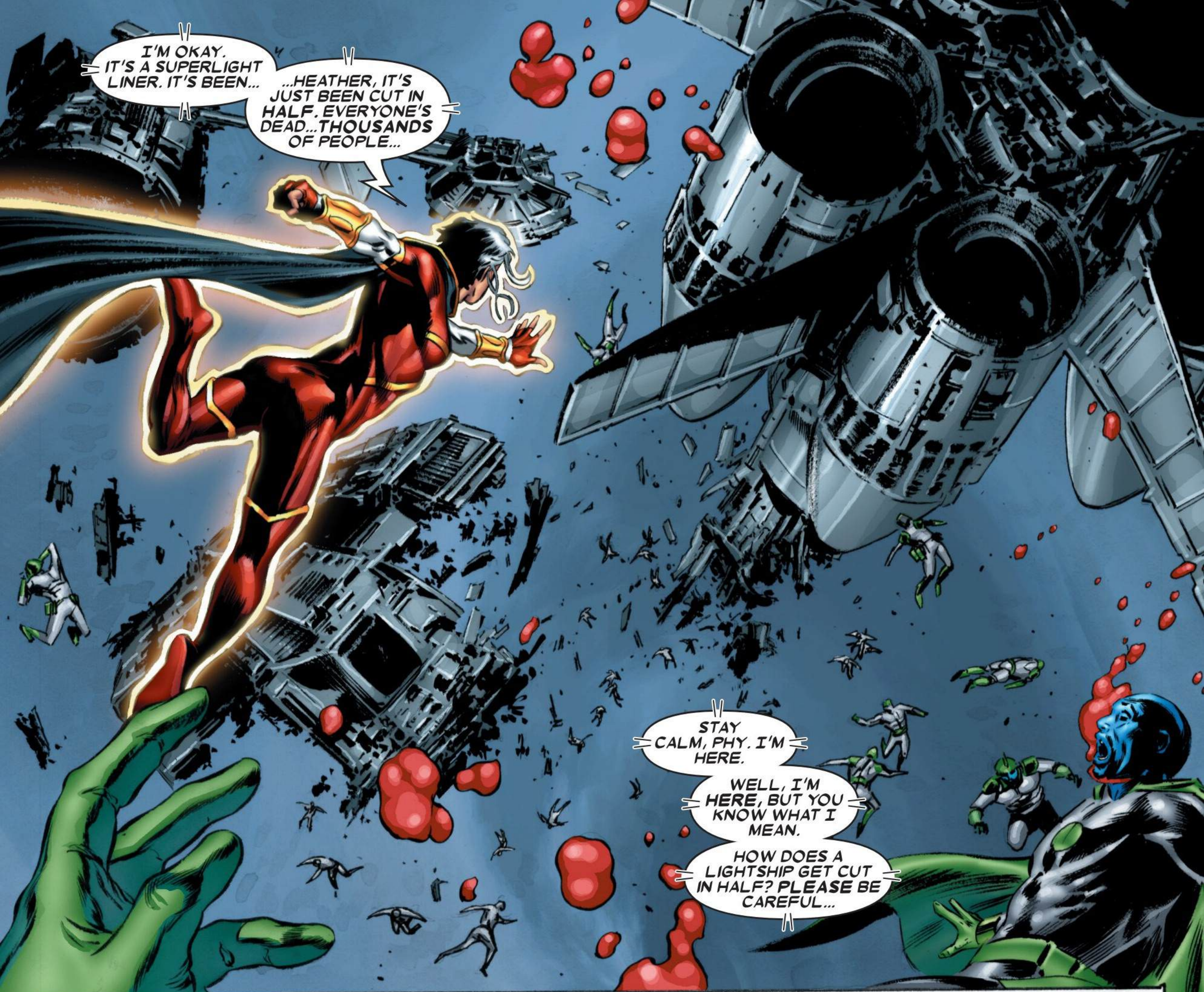


THE KREE HEARTWORLDS...



THE FRINGEWORLDS...





I'M OKAY.
IT'S A SUPERLIGHT
LINER. IT'S BEEN...

...HEATHER, IT'S
JUST BEEN CUT IN
HALF. EVERYONE'S
DEAD...THOUSANDS
OF PEOPLE...

STAY
CALM, PHY. I'M
HERE.

WELL, I'M
HERE, BUT YOU
KNOW WHAT I
MEAN.

HOW DOES A
LIGHTSHIP GET CUT
IN HALF? PLEASE BE
CAREFUL...



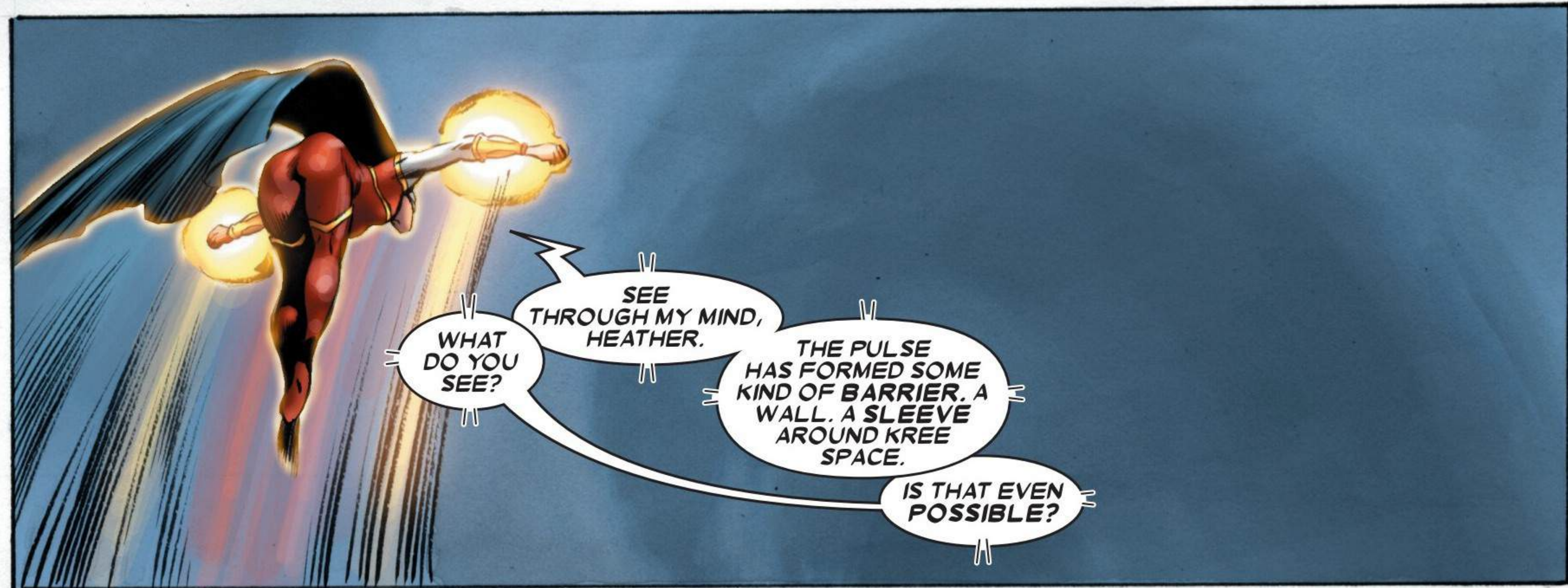
I'M ALWAYS
CAREFUL. I'M
QUASAR.

SORRY, LOVE,
YOU CAN'T PULL OFF
THAT ONE JUST YET.
YOU'RE PHYLA-VELL AND
YOU'RE OUT OF YOUR
DEPTH.

GET
BACK
HERE.

NO. IF I'M
GOING TO DO
THIS...

...WENDELL
VAUGHN WOULDN'T
HAVE HESITATED.

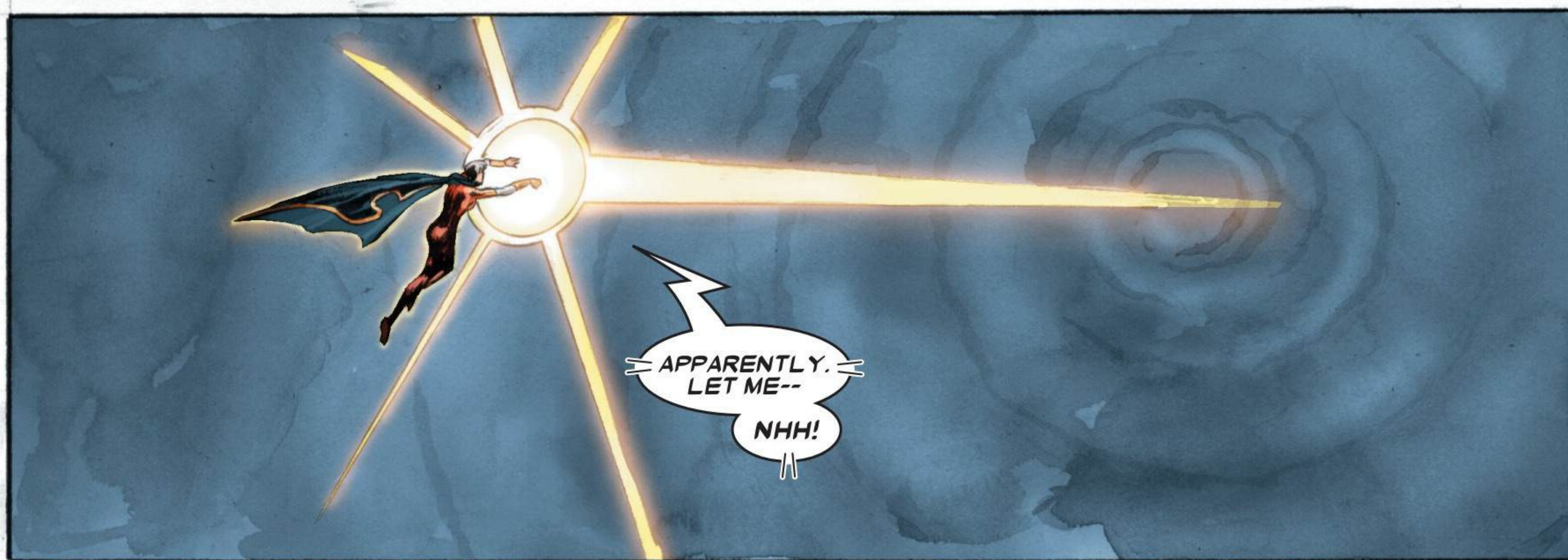


WHAT
DO YOU
SEE?

SEE
THROUGH MY MIND,
HEATHER.

THE PULSE
HAS FORMED SOME
KIND OF BARRIER. A
WALL. A SLEEVE
AROUND KREE
SPACE.

IS THAT EVEN
POSSIBLE?



APPARENTLY.
LET ME--
NHH!



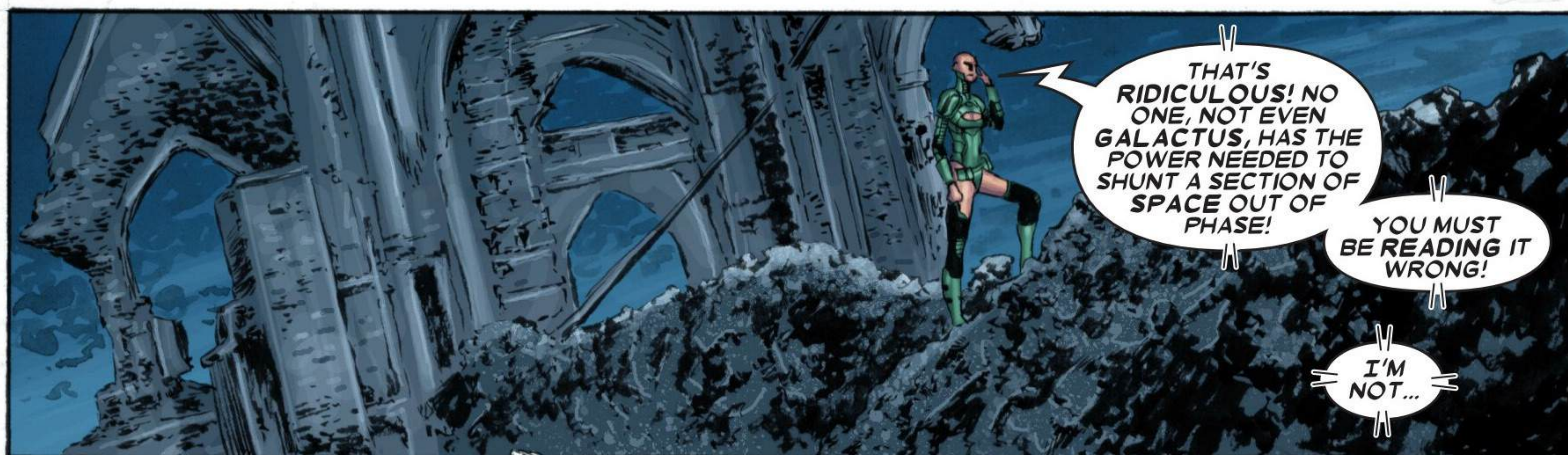
HEATHER...
DID YOU FEEL
THAT?

WE'RE
LOCKED IN.

WHAT DO
YOU MEAN,
"LOCKED
IN"?

I MEAN...
KREE SPACE, THE
WHOLE OF KREE
SPACE, FEELS LIKE
IT'S BEEN SHIFTED
OUT OF PHASE WITH
THE REST OF THE
GALAXY.

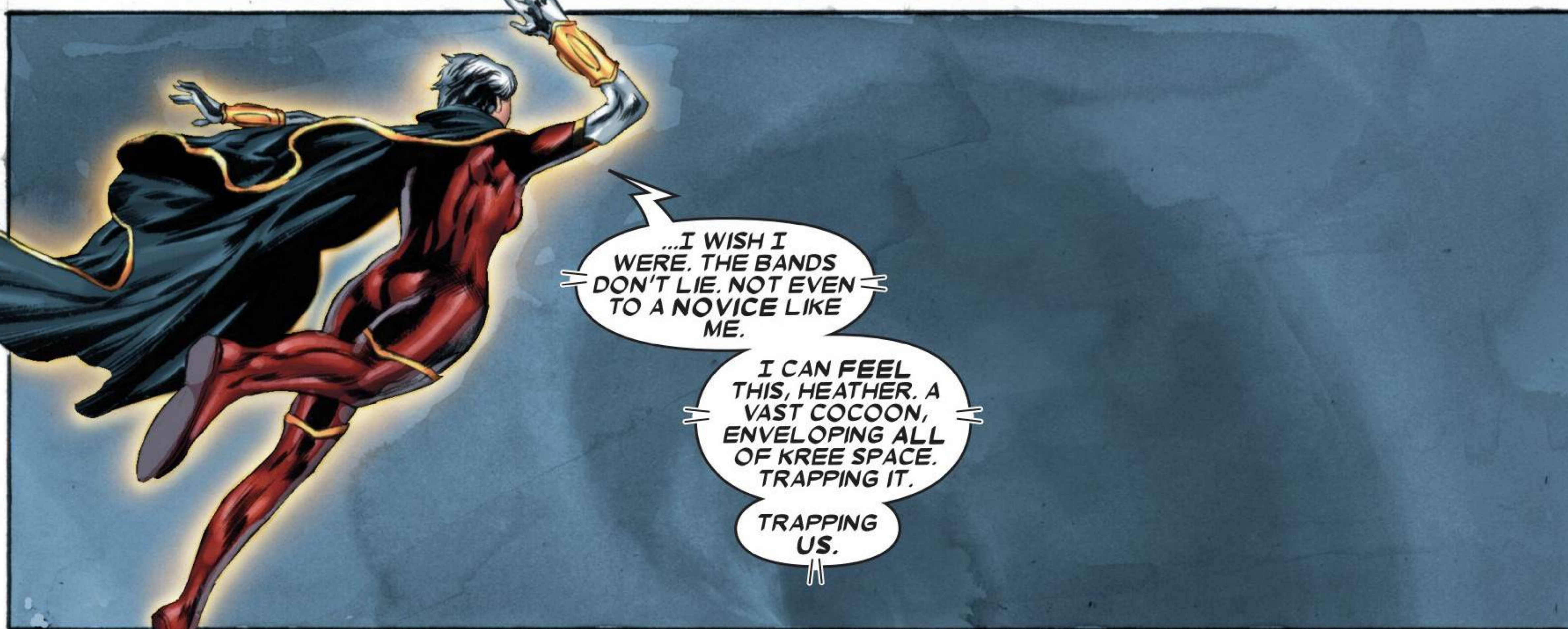
I SENSE
NO WAY IN
OR OUT.



THAT'S
RIDICULOUS! NO
ONE, NOT EVEN
GALACTUS, HAS THE
POWER NEEDED TO
SHUNT A SECTION OF
SPACE OUT OF
PHASE!

YOU MUST
BE READING IT
WRONG!

I'M
NOT...



...I WISH I
WERE. THE BANDS
DON'T LIE. NOT EVEN
TO A NOVICE LIKE
ME.

I CAN FEEL
THIS, HEATHER. A
VAST COCOON,
ENVELOPING ALL
OF KREE SPACE.
TRAPPING IT.

TRAPPING
US.



OH.



PHYLA-
VELL.

I HEAR
YOU. GNNH!
OW!

FIND
HIM.

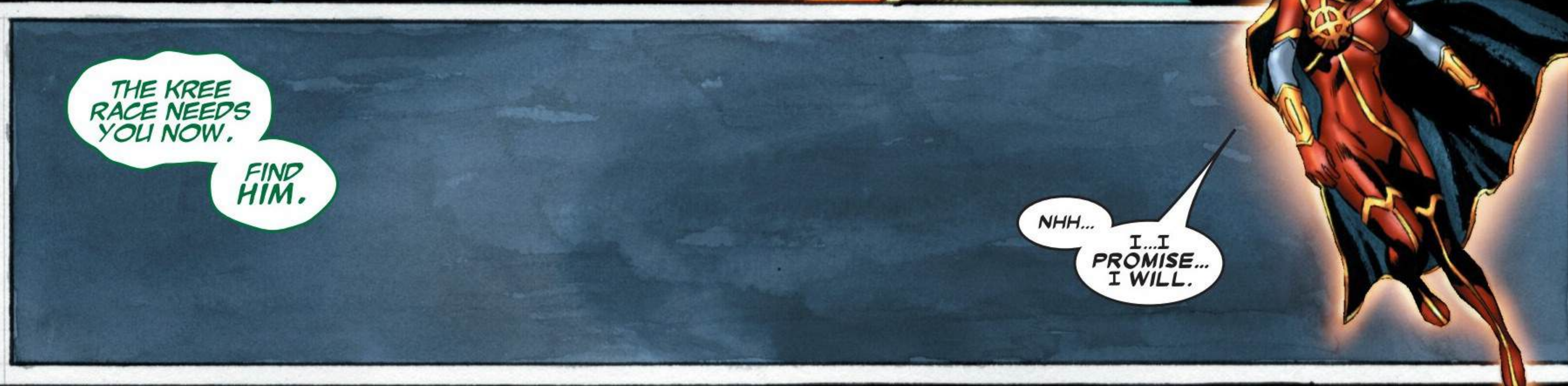


WHO ARE YO-
AGHHHHHNN!

SEE!

I...I SEE...
NGHHHH!

FIND HIM. HE
IS STILL WITHIN THE
EMPIRE. FIND THE
DELIVERER. FIND THE
REDEEMER.



THE KREE
RACE NEEDS
YOU NOW.

FIND
HIM.

NHH...

I...I
PROMISE...
I WILL.

HALA.

VARRRKK

BITE ME.

UGH...
UGHHH...

GO ON. FALL
DOWN DEAD. YOU
KNOW YOU WANT
TO.

WHEN ALL
ELSE FAILS, THERE'S
ALWAYS KREE MAN-
PORTABLE PARTICLE-
WEAPONS.

GOD,
THAT FELT
GOOD.

SLAM

WE
MUST J-JOIN
T-TOGETHER...

OH, JEEZ!
DIE, WON'T
YOU?

~SQUIEEERKK~

VARRRKK

JUST
DIE.



WHO'S THERE?



ADVISOR
QUILL? IS THAT
YOU?

TEN-
COR?



JEEZ, YOU
SCARED THE **BADOON**
OUT OF ME. AM I HAPPY
TO SEE YOU...

YOU'RE
HURT, SIR!



NEVER MIND
THAT. GET BACK.
BACK! GET READY
TO COVER ME.

ALL RIGHT,
BUT WHAT ARE
WE DOING?



WE'VE GOTTA
FIND ACCESS TO THE
WAR-NET DATA-CORE.
MAYBE WE CAN PULL
THE PLUG ON THEM
LITERALLY.

JUST
FOLLOW ME,
OKAY?

FINGERS
CROSSED.











KREE! REMAIN IN YOUR HOMES
AND DOMICILES. STAY CALM. DO
NOT BE AFRAID. WE ARE NOT
HERE TO DESTROY.

WE WILL PRESERVE YOUR
FUTURE. WE WILL MAINTAIN
YOUR SAFETY. WE WILL
CONTROL YOUR LIFE-PATTERNS
AND BRING YOU ORDER.

WE WILL
PROTECT
YOU.

YOU WILL
SUBMIT TO US
AND BECOME
US.



KREE SPACE IS OURS.
YOU ARE OURS. THERE
IS NOWHERE TO RUN.
THERE IS NO ESCAPE.

THE PHALANX
HAS COMPLETED ITS...

CONQUEST



**HALA SYSTEM,
KREE GALAXY**

WORLDMIND?
IT'S TAKEN ME A
WHOLE TWELVE MINUTES
TO REACH THE KREE
HEARTWORLDS...

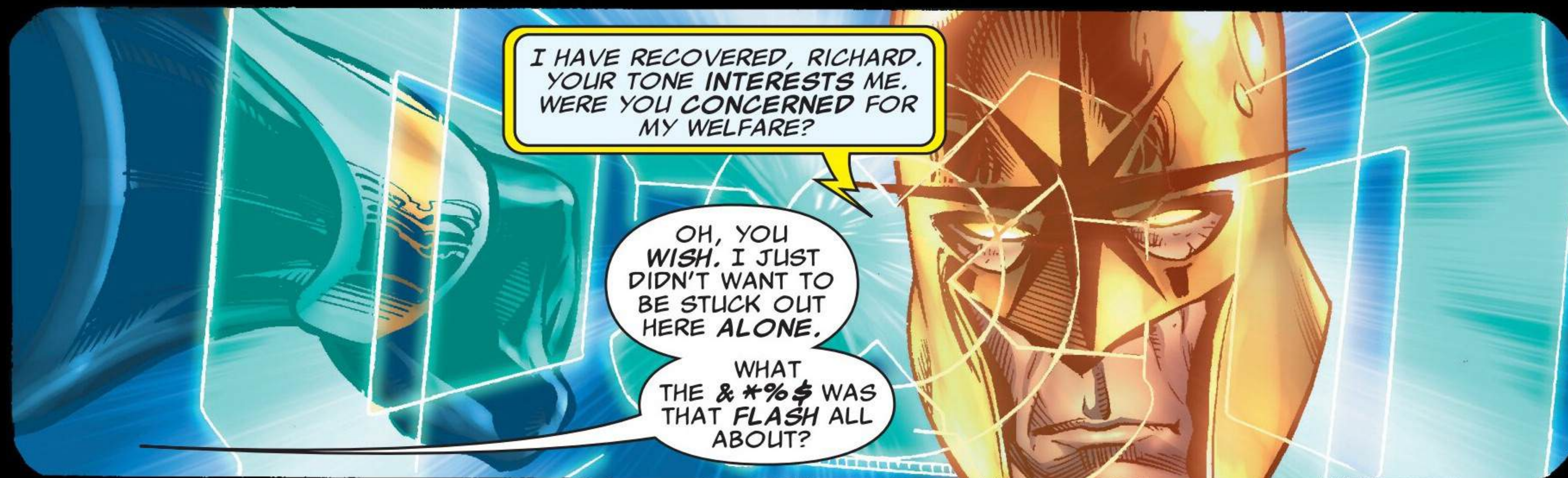
...AND
TWO-POINT-SIX
SECONDS LATER,
SOMETHING TRIES
TO KILL ME.

RICHARD, THAT WAS
A GEN-KOL PATTERN
KREE SENTRY.

NO KIDDING. A
KREE SENTRY THAT HAD
US AT POSITIVE LOCK WITH
ITS ENTIRE WEAPONS
SUITE.

WHAT THE
HELL DID I
EVER DO TO
THE KREE?

ALONE



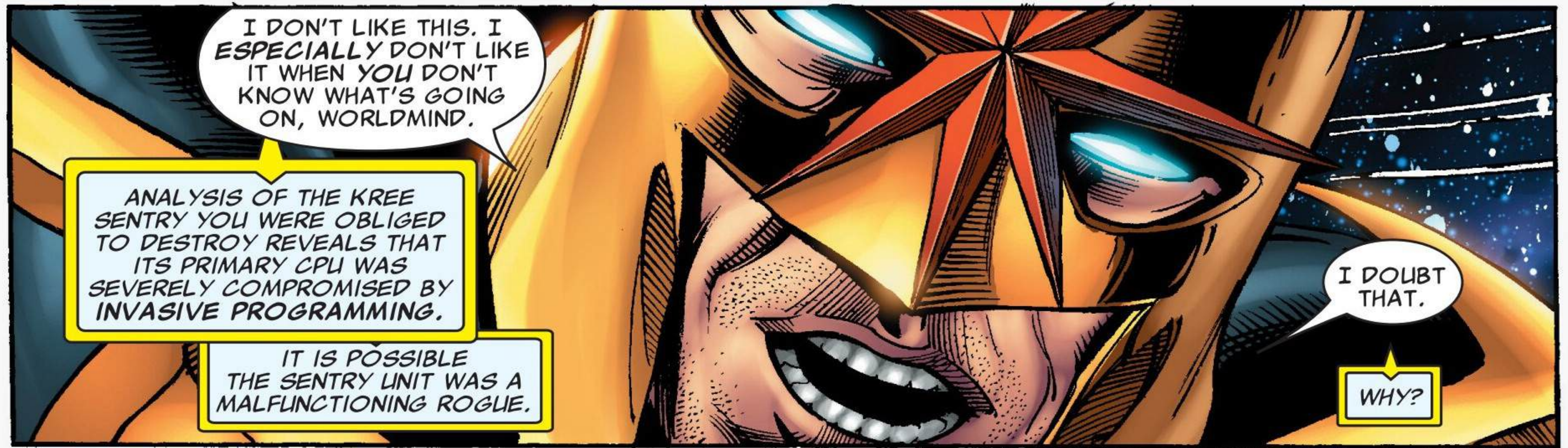


MEANING?

WE ARE, AS YOU SAY, STUCK OUT HERE ALONE.

AND YOU DON'T KNOW WHY?

NO, I DO NOT.



I DON'T LIKE THIS. I ESPECIALLY DON'T LIKE IT WHEN YOU DON'T KNOW WHAT'S GOING ON, WORLDMIND.

ANALYSIS OF THE KREE SENTRY YOU WERE OBLIGED TO DESTROY REVEALS THAT ITS PRIMARY CPU WAS SEVERELY COMPROMISED BY INVASIVE PROGRAMMING.

IT IS POSSIBLE THE SENTRY UNIT WAS A MALFUNCTIONING ROGUE.

I DOUBT THAT.

WHY?



THERE'S WHY. ONE ROGUE SENTRY I'LL BUY. A WHOLE GANG? NO WAY.

WARNING! WARNING! MULTIPLE TARGET LOCK!

EVASION PROTOCOLS! GRAVIMETRIC FIELDS DOUBLE FRONT. GIVE ME FULL TACTICAL TO MY VISOR, AND COMMIT MAIN POWER TO BOTH HANDS.





WE ARE UNDER ATTACK.

NOT MUCH GETS PAST YOU, DOES IT, WORLDMIND?

CLARIFICATION: WE ARE UNDER ATTACK ON MORE THAN A PHYSICAL LEVEL, RICHARD.

THE SENTRIES ARE CARRYING A HIGHLY AGGRESSIVE VIRAL PROGRAM THAT IS ATTEMPTING TO INVADE MY GESTALT.

BLOCK IT.

WORKING. IT IS...STRONG. I AM REQUIRED TO DIVERT TWENTY PERCENT OF AVAILABLE POWER MERELY TO SUCCESSFULLY MAINTAIN MY INTEGRITY BUFFERS.

SOMETHING'S CORRUPTED THEM AND IT'S TRYING TO GET YOU, TOO?

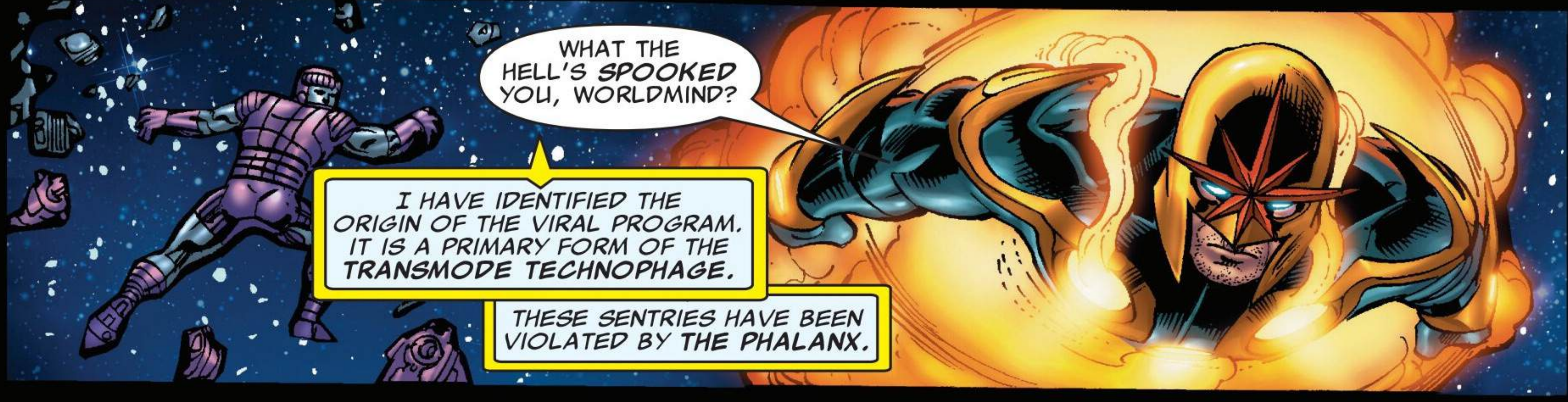
CONFIRMED.

ESSAYING THE NATURE OF THE VIRAL PROGRAM...STAND BY...



WORLDMIND?

RICHARD, IT IS CRITICAL YOU PAY ATTENTION AT THIS TIME. EXIT THIS SECTOR! EXIT NOW!



WHAT THE HELL'S SPOOKED YOU, WORLDMIND?

I HAVE IDENTIFIED THE ORIGIN OF THE VIRAL PROGRAM. IT IS A PRIMARY FORM OF THE TRANSMODE TECHNOPHAGE.

THESE SENTRIES HAVE BEEN VIOLATED BY THE PHALANX.

"OKAY...THE
WHAT?"

INTRUDER APPRECIATED,
EIGHT A.U. FROM HALA.

TASK OUT-SYSTEM
SENTRY UNITS TO
LOCATE AND DESTROY.

INTRUDER HAS PENETRATED
OUT-SYSTEM SENTRY PICKET.
INTRUDER DISPLAYS THREAT-
ALPHA POWER LEVELS.

IDENTIFY
THREAT.

RELAYING SENSOR
FEED FROM PICKET
SENTRY 378.

THREAT IS ORGANIC. HUMAN [EARTH]
MALE. THREAT IS MOVING AT POINT-
SIX SUPERLUMINAL VELOCITY WITHOUT
VEHICULAR ASSISTANCE.

QUERY MEANS.
IDENTIFY.

MAGNIFYING IMAGE.
THREAT IDENTIFIED.
XANDARIAN "NOVA"
CENTURION.

THEY
WERE REPORTED
EXTINCT.

IDENTITY VERIFIED. THREAT-
ALPHA VERIFIED. XANDARIAN
"NOVA" CENTURION NOW
APPROACHING HALA AT POINT-
EIGHT SUPERLUMINAL.

ALERT INNER
ORBITAL PICKET.

DENY THIS
THREAT.

RETASKING
UNITS TO DENY.



ORBITAL PICKET NOW
DEPLOYING EIGHT UNITS TO
BLOCK THREAT APPROACH.

CHARGING KILL
SYSTEMS. TARGETING
KILL SYSTEMS.

UNITS HAVE
ENGAGED.

UNIT 462 LOST. UNIT 276
DISABLED. UNIT 112 LOST.
UNIT 573 LOST. UNIT--

IF YOU'RE
HOPING TO STOP
RICHARD RIDER,
YOU'D BETTER SEND A
WHOLE LOT MORE
THAN EIGHT
SENTRIES.



QUERY, SELECT
GAMORA: HAVE
YOU HAD
OPERATIONAL
KNOWLEDGE OF
THIS THREAT?

"OPERATIONAL
KNOWLEDGE"? I'VE
NEVER HEARD IT CALLED
THAT BEFORE.

YES, I'VE
HAD OPERATIONAL
KNOWLEDGE OF
RICHARD RIDER.



YOU JUST HAD TO GET INVOLVED, DIDN'T YOU? ALWAYS THE HERO...

ENLARGE AND MAGNIFY. I WANT TO SEE HIS SWEET FACE ONE LAST TIME.

QUERY, SELECT GAMORA: WHY DO YOU HESITATE?



HNNH.

SUCH A PRETTY BOY.

WHAT WOULD YOU HAVE ME DO?

KILL IT OR PROCESS IT FOR SELECTION.

THE KILLING PART SHOULD BE NO CHALLENGE. WERE YOU NOT ONCE CALLED "THE DEADLIEST WOMAN IN THE GALAXY" BEFORE YOU WERE SELECTED TO SERVE THE PHALANX?



I WAS TAUGHT TO KILL BY THANOS HIMSELF. YOU SELECTED WELL WHEN YOU CHOSE ME.

GIVE ME TELEPORT NET CONTROL AT THIS STATION. I NEED ACCESS TO AT LEAST ONE HUNDRED SENTRY UNITS.

ONE HUNDRED, SELECT GAMORA?



THAT'S CORRECT. HE'S THE LAST OF THE NOVA CENTURIONS, AND HE'S COMING RIGHT AT US WITH THE ENTIRE NOVA FORCE AT HIS DISCRETION.

HE IS QUITE CAPABLE OF CRIPPLING THE PHALANX.

I DO NOT INTEND TO GIVE HIM THE CHANCE.



WHO ARE THE PHALANX?

THEY ARE A **CYBERNETIC SPECIES**, RICHARD, AND ONE OF THE MOST **RAPACIOUS THREATS** IN THE GALAXY.

I'M NOT LIKING THEM ALREADY.

NOR SHOULD YOU. ACCESSING DATA. PREPARE FOR VISOR UPLOAD.



THE PHALANX ARE AN AGGRESSIVE, TECHNO-ORGANIC LIFE FORM. AND THEY APPEAR TO HAVE UNDERGONE AN UPGRADE.

THE PHALANX ARE CARRIERS OF THE **TRANSMODE VIRUS**, A **TECHNOPHAGIC VIRAL STRAIN** THAT INFECTS BOTH MACHINES AND ORGANICS.

WHOA, THEY CAN CONTAMINATE LIVING THINGS?

CONTAMINATE AND TRANSFORM, RICHARD. A LIFE FORM INFECTED BY THE **TRANSMODE VIRUS** BECOMES PART OF THE PHALANX.

THE PHALANX ATTACKS AND INFECTS A TARGET WORLD OR POPULATION, TRANSFORMING IT AND FEEDING OFF IT UNTIL VIABLE SOURCES OF POWER AND NUTRITION ARE EXHAUSTED.

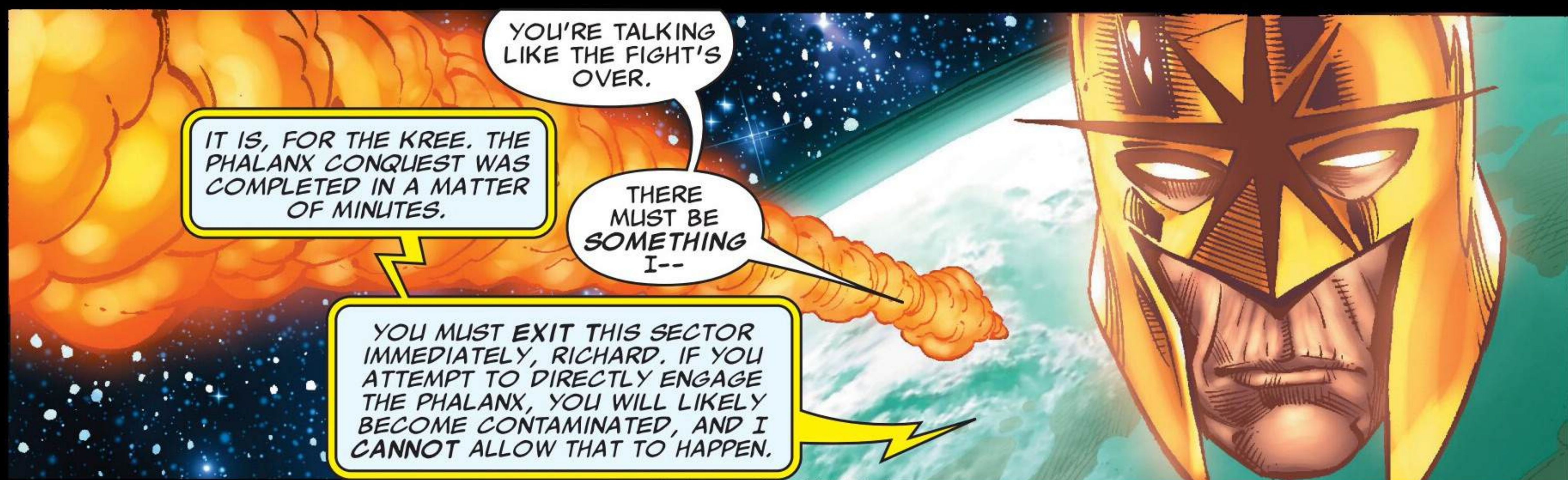


ARE YOU TELLING ME THAT HALA'S BEEN INVADED?

ALL THE EVIDENCE POINTS TO FUNDAMENTAL CORRUPTION OF THE KREE INFRASTRUCTURE.

IN ALL PROBABILITY, THE **TECHNOVIRUS** HAS SPREAD **UNCHECKED** VIA KREE WAR-NET SYSTEMS AND COMMUNICATION LINKS.

WE MUST CONSIDER THE **ENTIRE KREE EMPIRE** TO BE UNDER PHALANX CONTROL.



YOU'RE TALKING LIKE THE FIGHT'S OVER.

IT IS, FOR THE KREE. THE PHALANX CONQUEST WAS COMPLETED IN A MATTER OF MINUTES.

THERE MUST BE SOMETHING I--

YOU MUST EXIT THIS SECTOR IMMEDIATELY, RICHARD. IF YOU ATTEMPT TO DIRECTLY ENGAGE THE PHALANX, YOU WILL LIKELY BECOME CONTAMINATED, AND I CANNOT ALLOW THAT TO HAPPEN.

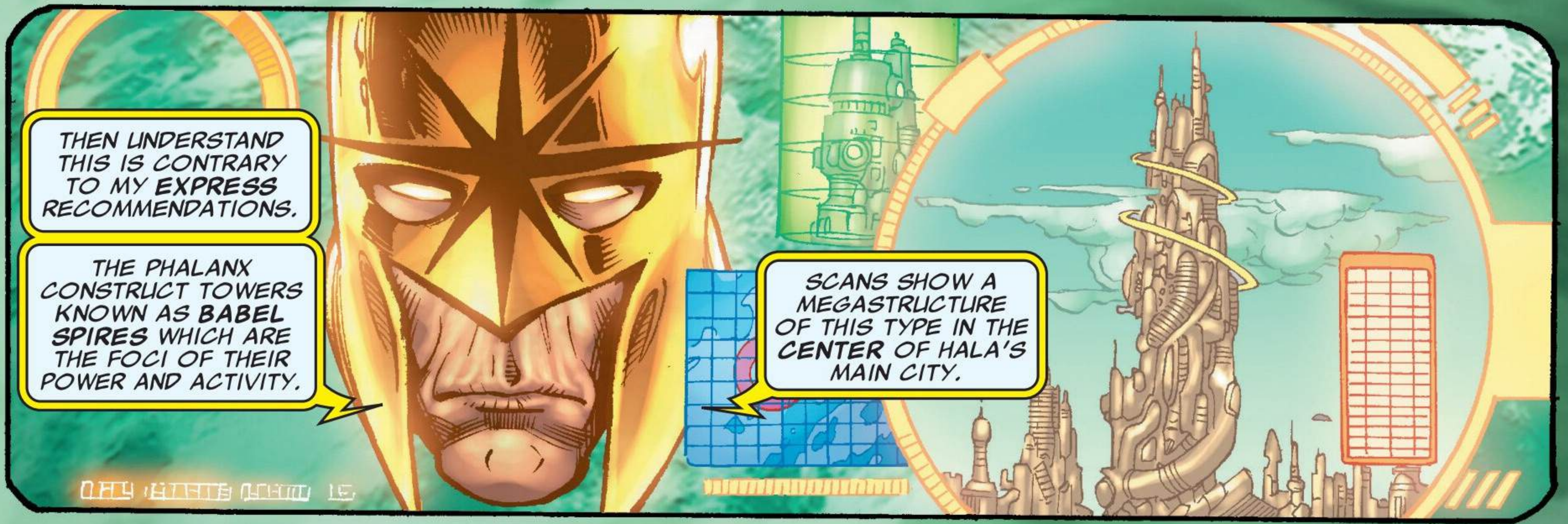


I AM NOT RUNNING AWAY FROM THIS!

I AM SIMPLY SUGGESTING YOU CARRY A WARNING TO NEIGHBORING SPEC--

NO, WORLDMIND! I AM NOT ABANDONING THE KREE. THEY STOOD BESIDE US IN THE WAR. I WANT YOUR BEST-CASE TACTICAL PLAN TO FIGHT THESE THINGS.

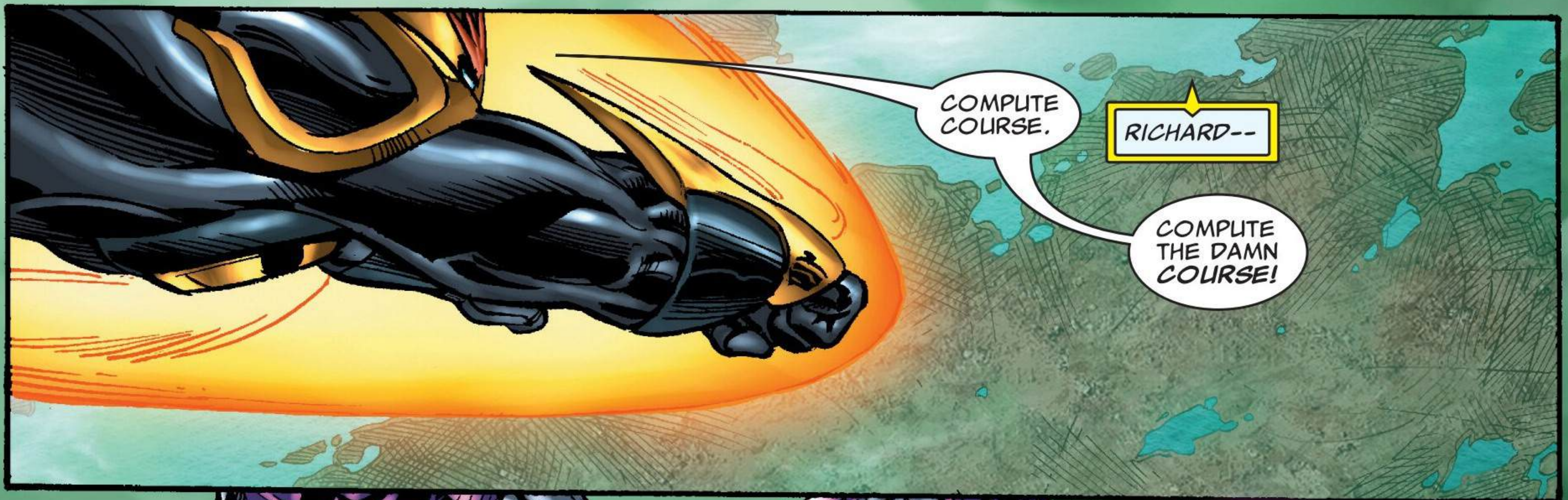
COME ON, THEY MUST HAVE SOME WEAKNESS!



THEN UNDERSTAND
THIS IS CONTRARY
TO MY EXPRESS
RECOMMENDATIONS.

THE PHALANX
CONSTRUCT TOWERS
KNOWN AS BABEL
SPIRES WHICH ARE
THE FOCI OF THEIR
POWER AND ACTIVITY.

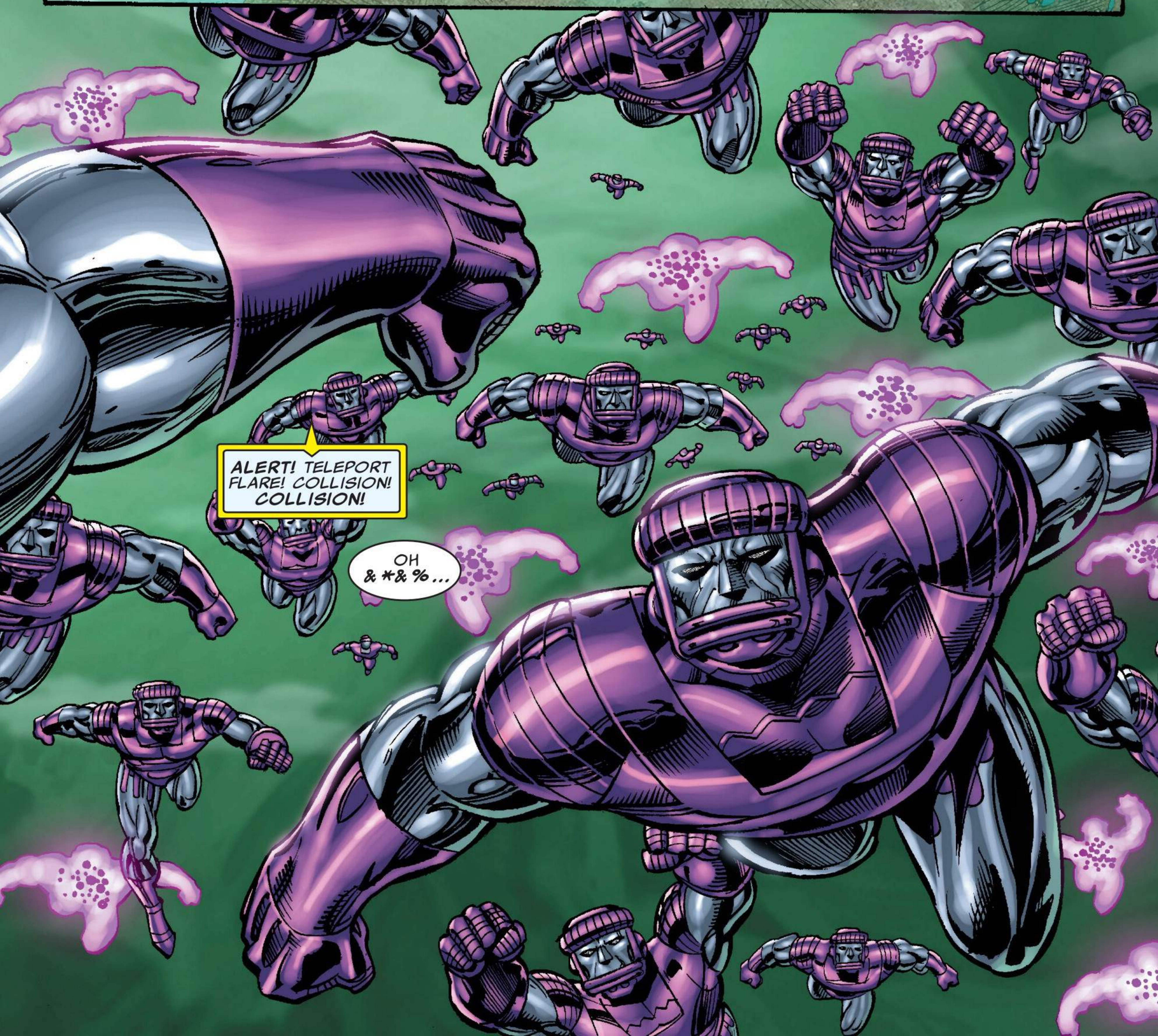
SCANS SHOW A
MEGASTRUCTURE
OF THIS TYPE IN THE
CENTER OF HALA'S
MAIN CITY.



COMPUTE
COURSE.

RICHARD--

COMPUTE
THE DAMN
COURSE!



ALERT! TELEPORT
FLARE! COLLISION!
COLLISION!

OH
& * & % ...

IMPACT. THREAT HAS
COLLIDED WITH UNIT 823.
UNIT 823 DISABLED.

HE'S
HURT.

THE SENTRIES
CAN'T OUTRUN A
NOVA. HE'S TOO
FAST.

USE THE
TELEPORT FOR
RAPID-REACTION
REPOSITIONING.
BLOCK ANY ESCAPE
ROUTE. DON'T
ALLOW HIM TO
RUN.

REPOSITION
UNIT 490. REPOSI--
NO, YOU'RE TOO
SLOW!

LET ME DO
IT. I KNOW HOW
HE THINKS.

MMMM...
DIRECT TECH-
INTERFACE. I DO
SO ENJOY THE
BENEFITS OF
SELECTION.

YES.
THERE. AND
THERE.
REALIGNING
TELEPORT.





WORLD MIND!
NGHH! I CAN'T--

EMERGENCY!
SUSTAINING HIGH
LEVELS OF DAMAGE!

RICHARD, THERE IS ONLY
ONE OPTION REMAINING!



I
KNOW! I
KNOW!

COMPUTE EXIT
COURSE! I'M OPENING
A STARGATE!



"DETONATION IN
HIGH ORBIT. MULTIPLE
UNITS DESTROYED."

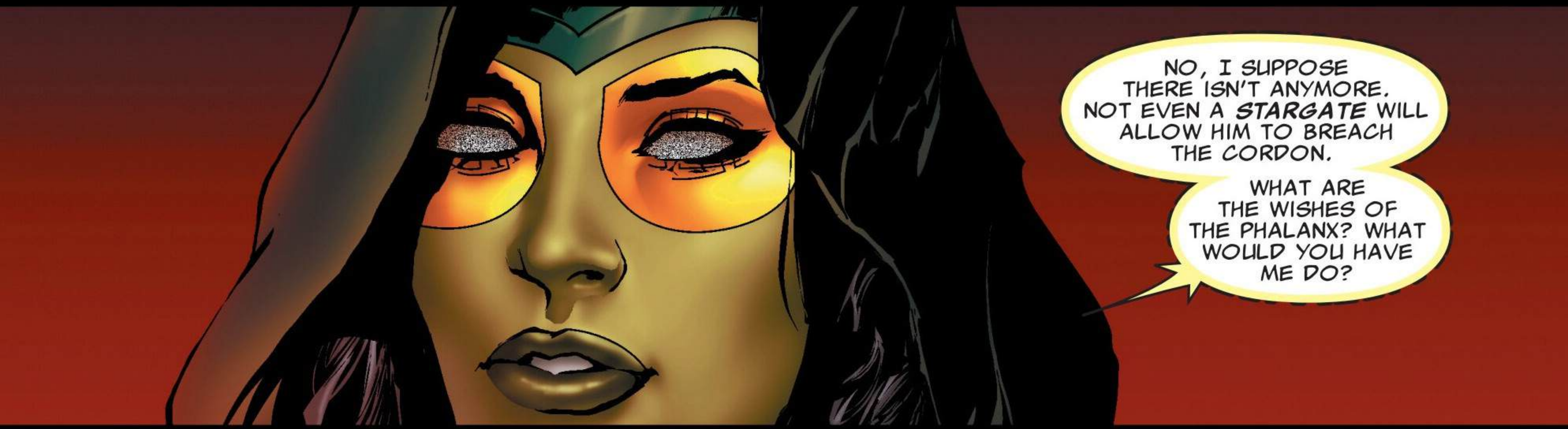
"HAS THE THREAT
EXPLODED?"



NO. THAT WAS
A **STARGATE FLARE**
PATTERN. THE SENTRIES
WERE SIMPLY OBLITERATED
BY THE GRAVIMETRIC
VORTEX.

HE'S
FLED.

THERE IS NOWHERE
FOR THE THREAT TO FLEE
TO, SELECT GAMORA.



NO, I SUPPOSE
THERE ISN'T ANYMORE.
NOT EVEN A **STARGATE** WILL
ALLOW HIM TO BREACH
THE CORDON.

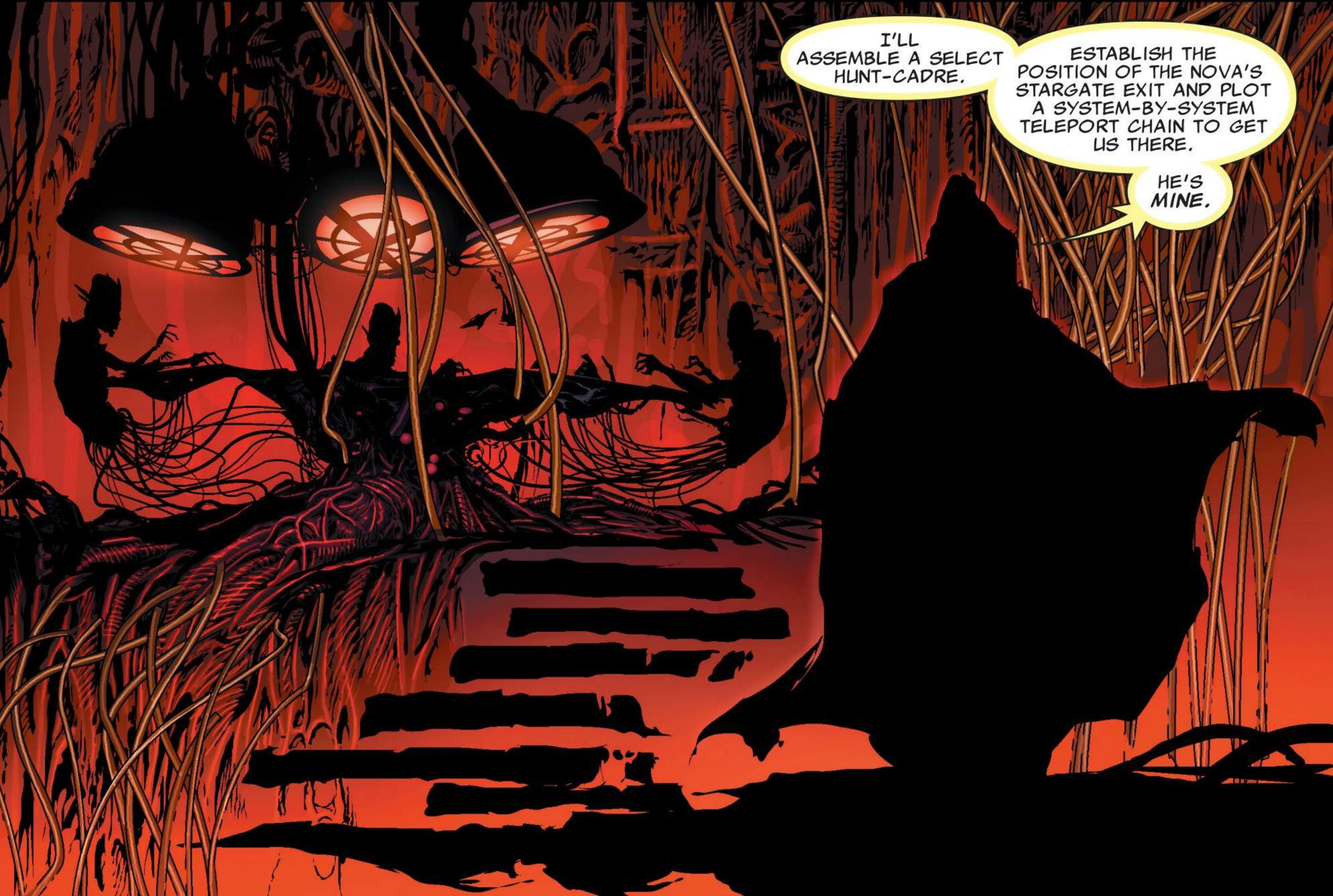
WHAT ARE
THE WISHES OF
THE PHALANX? WHAT
WOULD YOU HAVE
ME DO?



PURSUE AND
APPREHEND
HIM, GAMORA.

IF HE CAN BE TAKEN
INTACT, HIS POWER
WILL BENEFIT US.

IT
WILL BE
DONE.



I'LL
ASSEMBLE A SELECT
HUNT-CADRE.

ESTABLISH THE
POSITION OF THE NOVA'S
STARGATE EXIT AND PLOT
A SYSTEM-BY-SYSTEM
TELEPORT CHAIN TO GET
US THERE.

HE'S
MINE.

A large, intense orange and yellow explosion fills the background. In the center, a character with a golden helmet featuring a red star emblem and a black suit is shown in a dynamic pose, appearing to be caught in the blast. The character's eyes are glowing blue. The background is a dark blue space with white lightning bolts.

RICHARD. YOU HAVE BEEN INJURED. MULTIPLE CONTUSIONS, TWO FRACTURED RIBS, A--

JUST GET THE HEAL AND REPAIR SUBSYSTEMS WORKING.

WE HAVE TO EXIT KREE SPACE AND DEPUTIZE SOME *SERIOUS* BACKUP.

A close-up of the golden helmet with the red star emblem. The character's face is partially visible through the visor, showing a determined expression. The background is a red and blue grid pattern.

OUR STARGATE EXIT MATCH IS--

ATTENTION! RICHARD, I AM DETECTING SOME KIND OF ENERGIZED BARRIER DIRECTLY AHEAD.

SO ALTER TRAJECTORY TO GO AROUND IT.

A close-up of Richard's face, looking through a visor. He has a surprised or concerned expression. The background is a blue and white grid pattern.

NOT POSSIBLE. THE BARRIER IS AN ACTINIC FIELD OF IMMENSE SIZE. RICHARD, IT ENCLOSES KREE SPACE!

THAT'S IMPOSSIBLE, WORLDMIND.

A wide shot of space with a large orange and yellow explosion. A small spacecraft is visible in the distance. The background is a dark blue space with white lightning bolts.

AND YET IT IS SO.

I'M TELLING YOU NO ONE C--

RICHARD, EXECUTE STARGATE ABORT AT ONCE. STARGATE ABORT! WE ARE ABOUT TO IMPACT AGAINST THE BARRIER AT A--

STARGATE
ABORT! EJECTING
TO REALSPACE!
WE--

ABORTING NOW! RICHARD,
AT THIS SPEED, IT WILL TAKE
TWO PARSECS FOR REALSPACE
RE-INSERTION. BUT, RICHARD...

...WE DON'T
HAVE ANOTHER
TWO PARSE--

...

RICHARD?

RICHARD?

RICHARD?

DREZ-LAR, KREE OUTWORLD.

DREZ-LAR WAS ONCE A PROSPEROUS KREE COLONY ON THE EMPIRE'S FRONTIER.

IT PERISHED IN THE ANNIHILATION WAR.

ATOMIC FIRES BURN WITH ETERNAL FURY IN THE RUINS OF THE CITIES. ASH AND SOOT SWIRL LIKE SLEET.

MOST OF THE NINETEEN MILLION INHABITANTS WERE EVACUATED BEFORE THIS END CAME.

MOST OF THEM. THE LIGHT CRUISER *SPIRIT OF SUPREMOR* WAS ONE OF THE LAST SHIPS TO ATTEMPT DEPARTURE.

IT WAS CARRYING TWO THOUSAND KREE WARRIORS, SOLDIERS WHO FOUGHT A REARGUARD ACTION AGAINST THE ANNIHILATION WAVE TO COVER THE CIVILIAN EVACUATION.

IT WAS BROUGHT DOWN BY ENEMY FIRE DURING LAUNCH.

ONE HUNDRED AND TWO KREE SOLDIERS SURVIVED THE IMPACT, AND WE'VE BEEN SURVIVING EVER SINCE.

MY NAME IS **KO-REL**. I HOLD THE RANK OF **STELLAR CAPTAIN**. MY SPECIALIZATION IS **BATTLEFIELD MEDICINE**, BUT AS THE HIGHEST RANKING SURVIVOR, I'M IN CHARGE.

THAT'S NOT SOMETHING I'M HAPPY ABOUT, BUT **DUTY** COMES FIRST, AND THE TROOPS ARE COUNTING ON ME.

FLEET COMMAND, FLEET COMMAND, THIS IS A SUB-ETHERIC REQUEST FOR ASSISTANCE, CODE 8X8.

WE ARE A DOWNED KREE ARMY UNIT WITH **CHRONIC CASUALTIES**, STRANDED ON **DREZ-LAR COLONIAL**, HOMING TRACE 4775 DECIMAL 34.

EVERY DAY FOR THE LAST YEAR, I'VE FIRED UP THE SHIP'S SUB-ETHERIC SYSTEM AND BROADCAST THE SAME MESSAGE.

REQUESTING URGENT EXTRACTION, 8X8. REPEAT, REQUESTING URGENT EXTRACTION. PLEASE RESPOND.

SYSTEM, REPEAT MESSAGE ON ALL CHANNELS FOR ONE CYCLE.

MESSAGE REPEAT ENABLED, DURATION ONE CYCLE.

SYSTEM? I KNOW I ASK YOU THIS EVERY DAY, BUT...CAN YOU TELL ME WHETHER YOU'RE WORKING OR NOT?

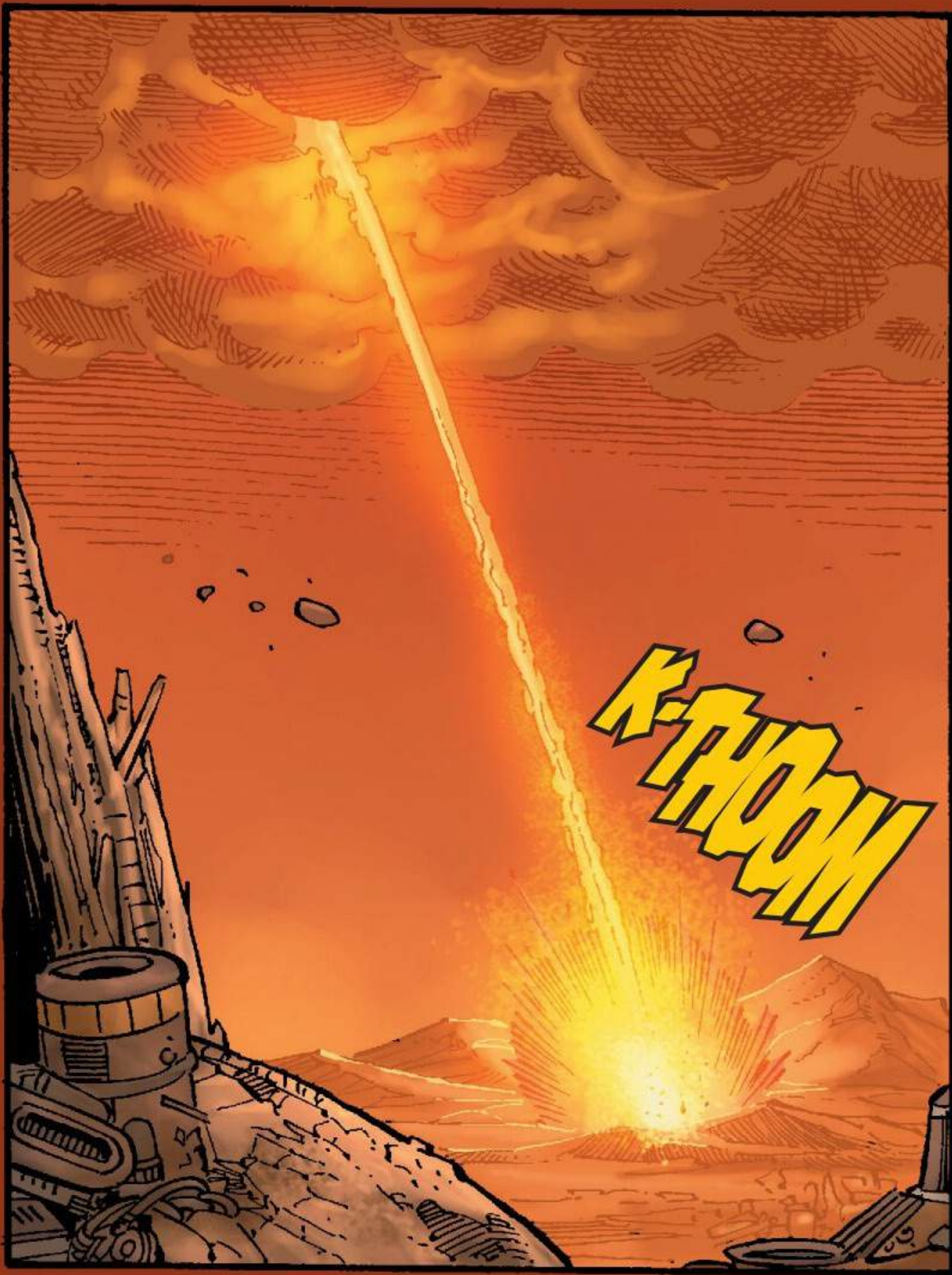
THIS SYSTEM IS UNABLE TO CONFIRM ITS OWN FUNCTION. DIAGNOSTIC SUB-ROUTINES IMPAIRED.

THERE'S BEEN NO RESPONSE, BUT I DON'T KNOW IF THAT'S BECAUSE THERE'S NO ONE OUT THERE TO HEAR ME OR BECAUSE THE COM LINK IS ACTUALLY **BROKEN**.

I SEND THE MESSAGE EVERY DAY ANYWAY. I JUST WANT TO GET HOME. I WANT TO SEE MY BOY.

OH, ZAM. I'M SO SORRY. I'VE MISSED A WHOLE YEAR OF YOUR LIFE.



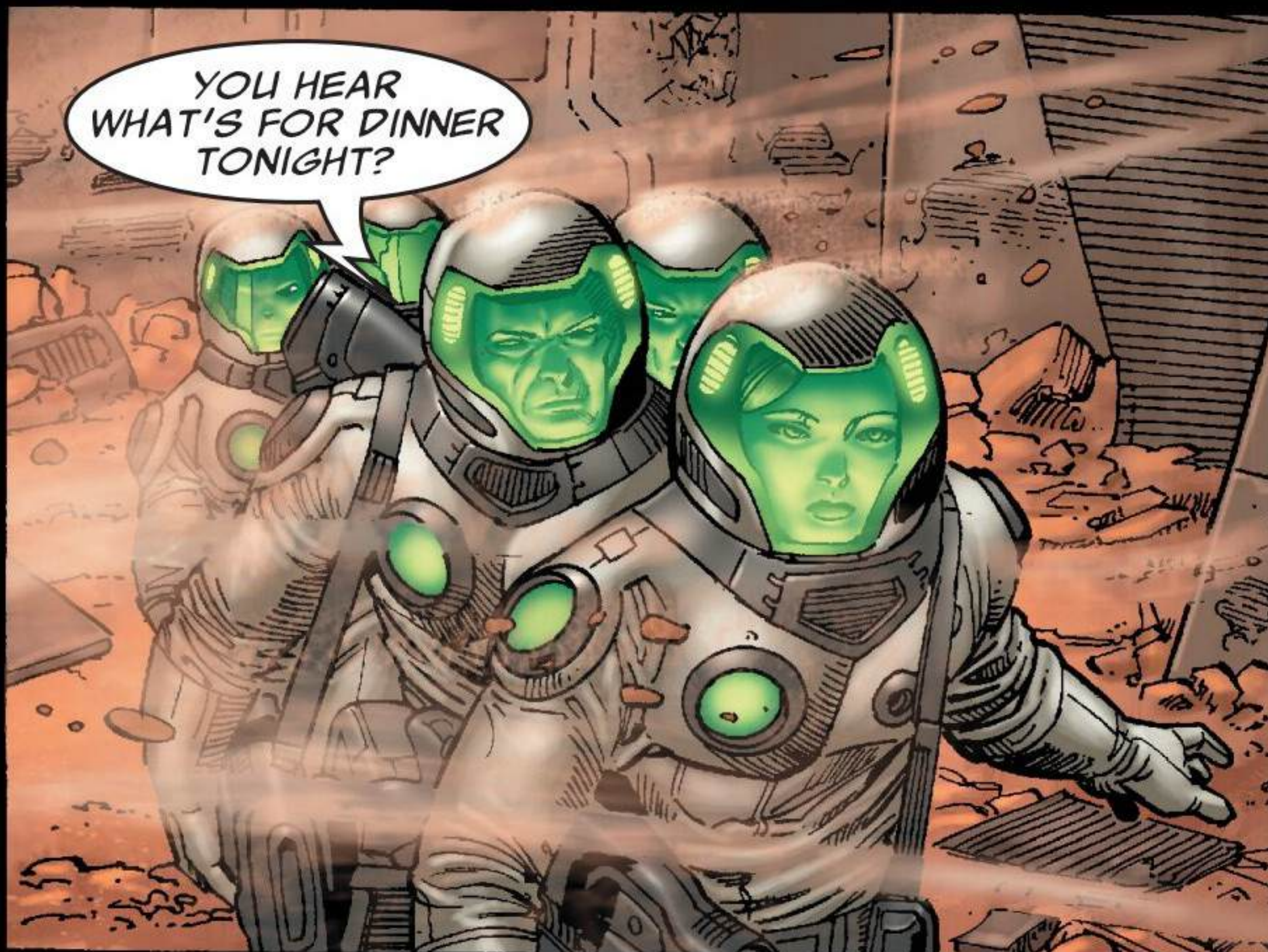




SWEEP TEAM
GOING OUT. WE'LL
BE NO MORE THAN
A CYCLE.

YOU'RE
IN CHARGE,
DIMPLES.

YES,
BOSS. HAPPY
HUNTING.



YOU HEAR
WHAT'S FOR DINNER
TONIGHT?

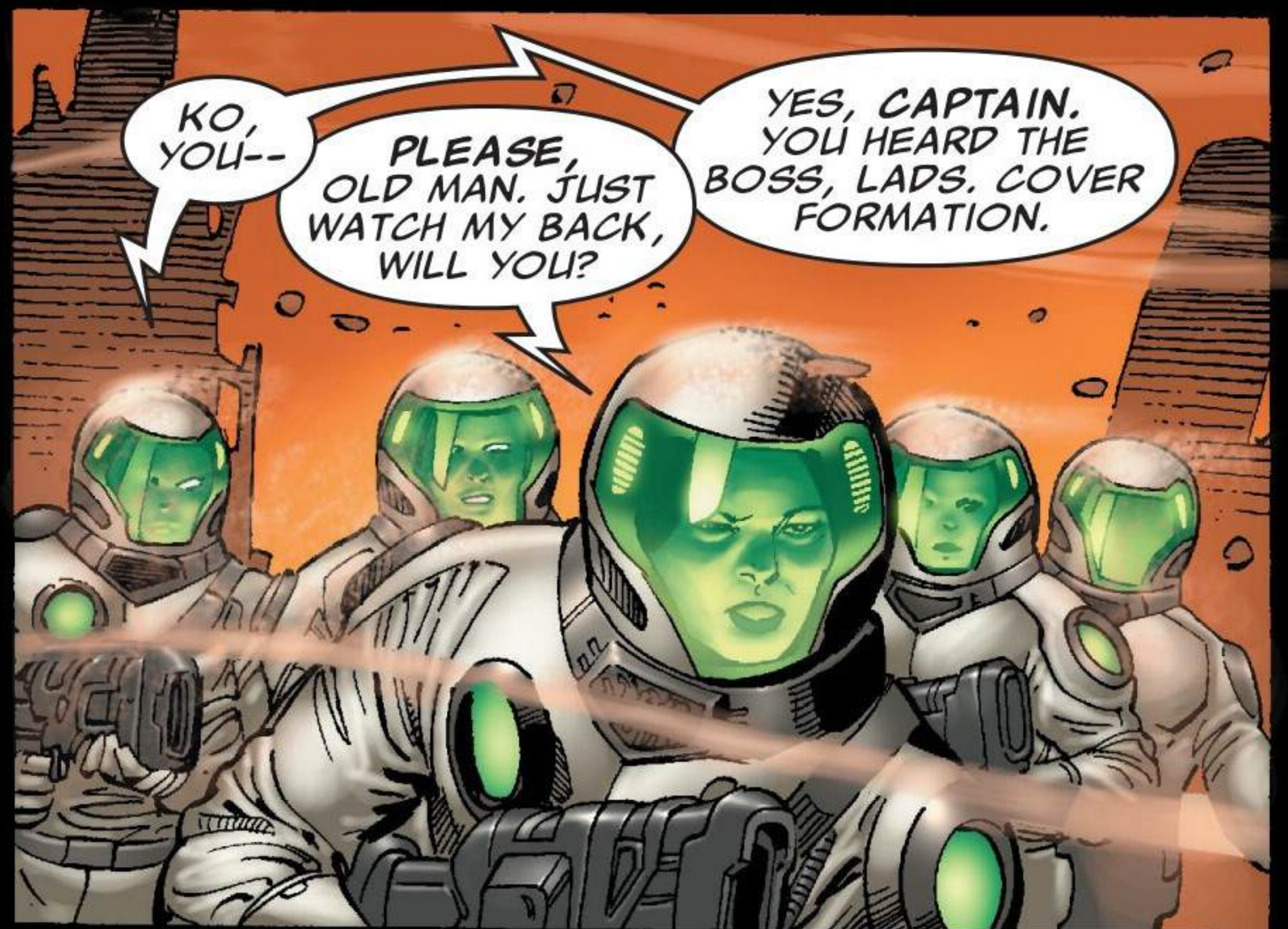


LET ME GUESS...
THE RECYC STUFF
THAT TASTES LIKE
FRICASSEED
BADOON?



GOT A FIX.
ENERGY TRACE.
LOOKS EXOTIC.

CHARGE
YOUR WEAPONS.
GIVE ME A COVER
FORMATION WHILE
I INVESTIGATE.



KO,
YOU--

PLEASE,
OLD MAN. JUST
WATCH MY BACK,
WILL YOU?

YES, CAPTAIN.
YOU HEARD THE
BOSS, LADS. COVER
FORMATION.





HOLY PAMA!

CAPTAIN? WHAT WAS THAT? SAY AGAIN?

STAND BY, CHIEF. I'VE FOUND SOMETHING.



KO, I'M READING ELEVATED ENERGY LEVELS, POSSIBLY GRAVIMETRIC. PLEASE GET BACK HERE.

I DON'T LIKE THIS...

ZIP THE LIP, LAD!



YOU'RE STILL ALIVE, AREN'T YOU? HOW IS THAT POSSIBLE?

WHAT ARE YOU?



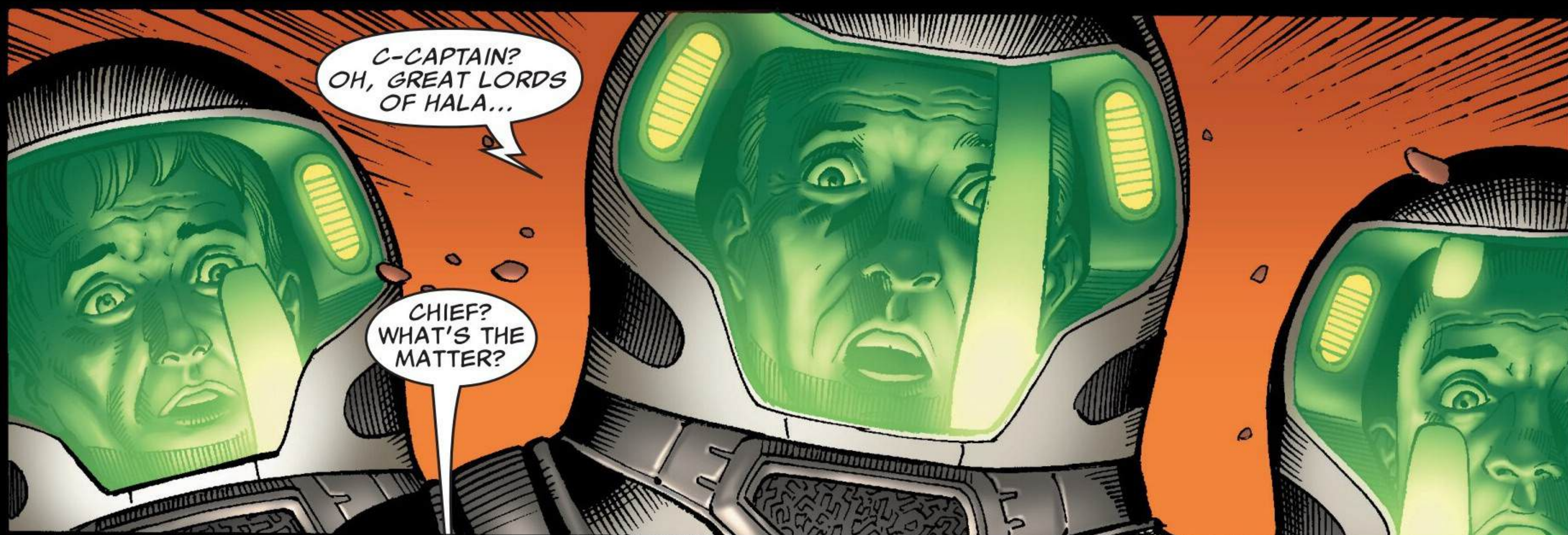
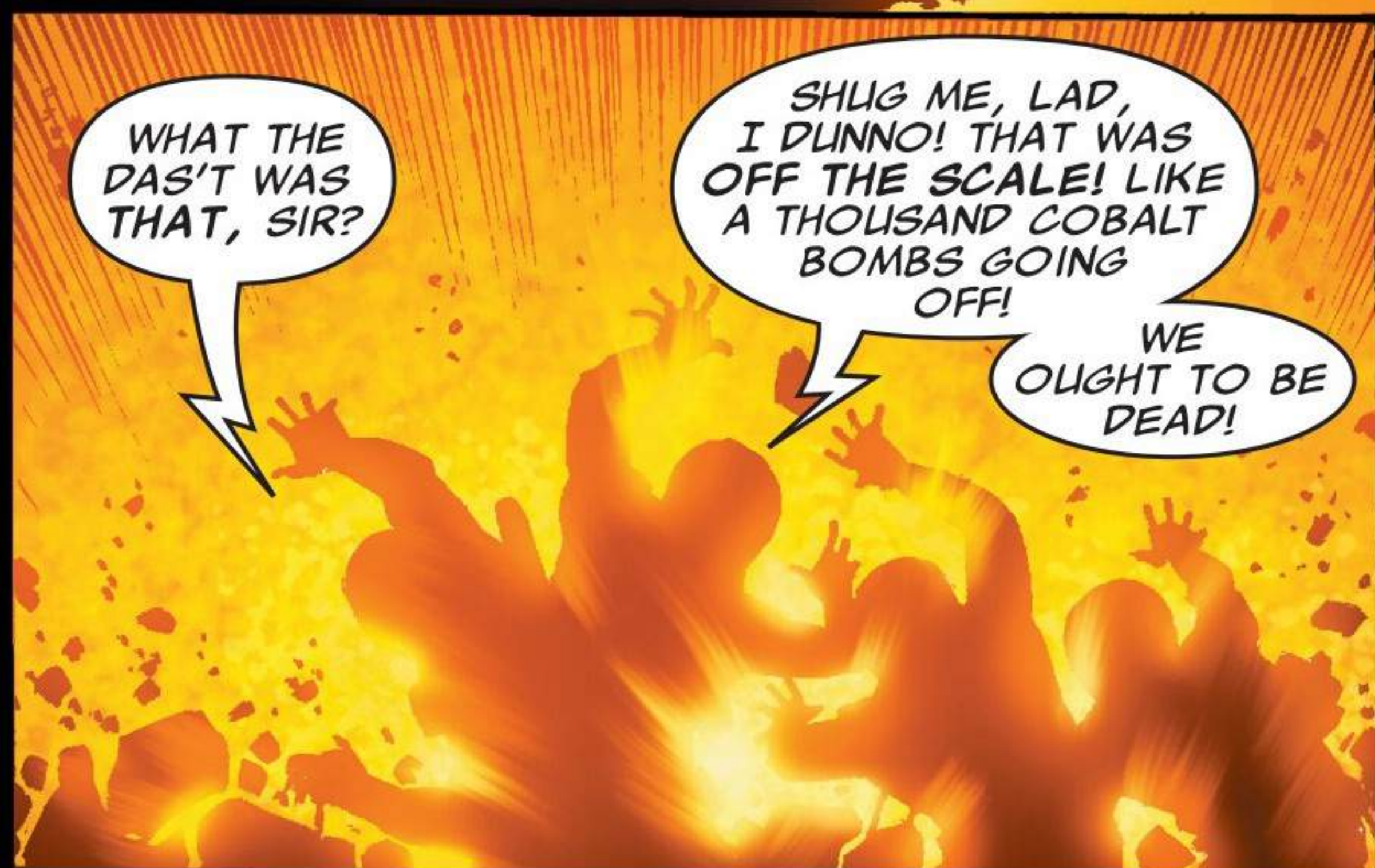
I'M... D-DAMAGED. THE PHALANX, THERE'S N-NO... TIME LEFT...KO-REL.



HOW DO YOU KNOW MY NAME? YOU'RE IN MY HEAD!

OUR MINDS ARE NOW...L-LINKED. I'M SORRY. I D-DON'T HAVE... A CH-CHOICE.

YOU'LL HAVE TO...D-DO THIS FOR ME.

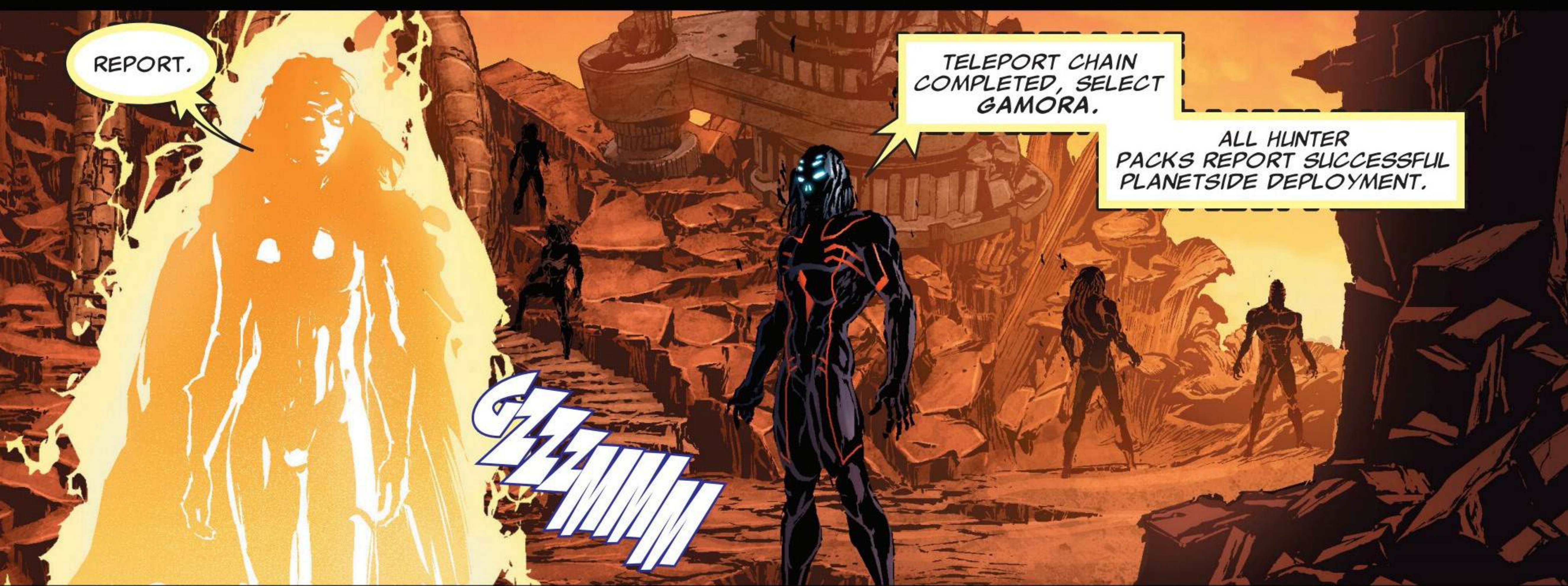


WHY ARE
YOU **STARING**
AT ME LIKE
THAT?





**DREZ-LAR,
EVACUATED KREE FRINGE WORLD**



REPORT.

TELEPORT CHAIN
COMPLETED, SELECT
GAMORA.

ALL HUNTER
PACKS REPORT SUCCESSFUL
PLANETSIDED DEPLOYMENT.

CHARMING
PLACE...

THIS
WAS WHERE NOVA
CRASHED AFTER
HITTING THE GALAXY
BARRIER. FIND
HIM.

SELECT
LIGHTSTORM?

READING YOU,
SELECT GAMORA.



REPORT
YOUR POSITION,
LIGHTSTORM.

MY PACK IS
DEPLOYED ABOUT
NINE KEDS WEST OF
YOU, SELECT
GAMORA.

COMMENCING
FIRST SWEEP. WE ARE
READING **ORGANICS**
AGAINST THE BACKGROUND
RADIATION, BUT IT'S A
WEAK TRACE.

EITHER
THAT, OR IT'S
MOVING TOO
FAST FOR US
TO--



SKEEEE***!

GREAT
GALADOR! WHAT
WAS THAT?

SHUNNCH

SHKBOOM

LIGHTSTORM?
WHAT'S GOING
ON?



SOMETHING
HIT US!

TWO SOLDIERS
DEFUNCT.

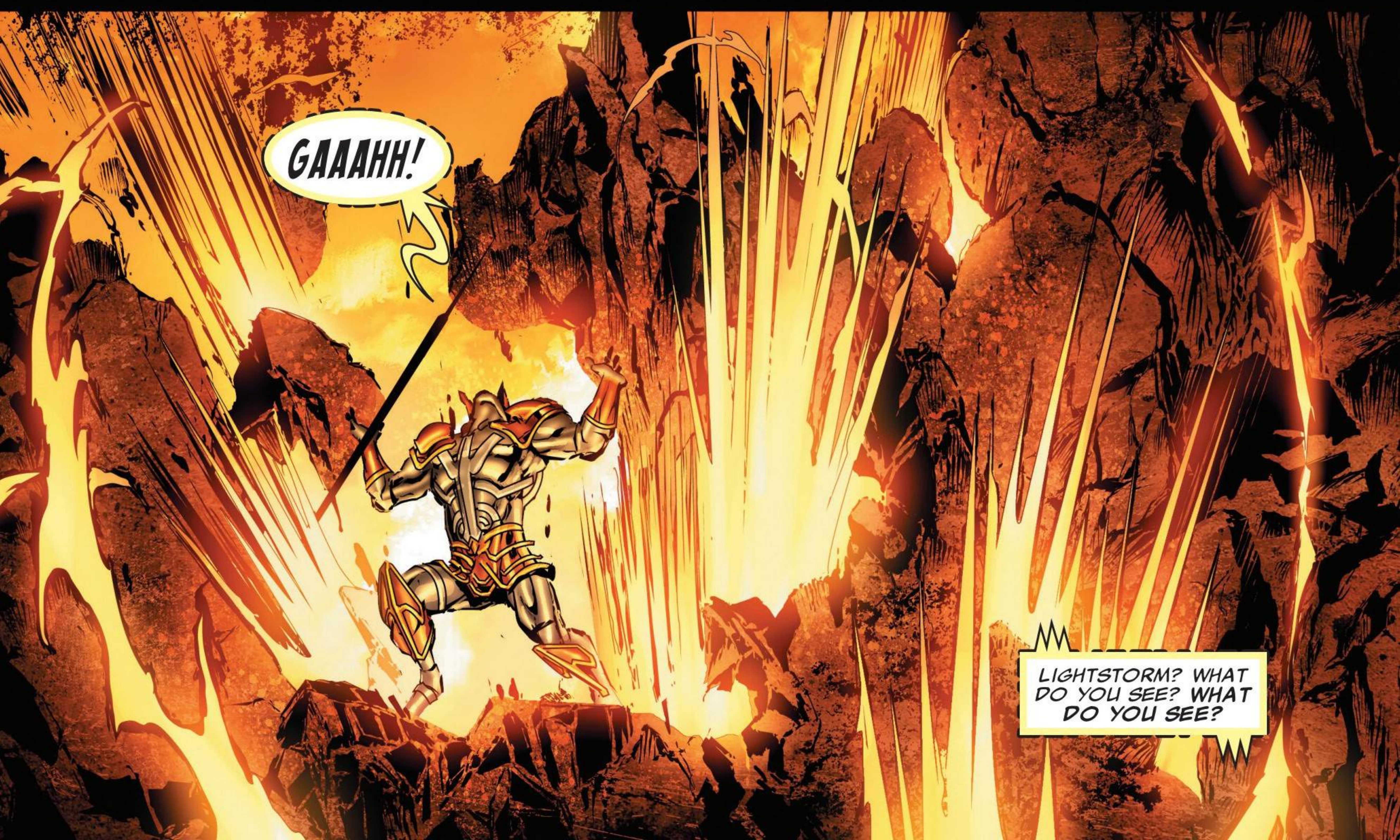
NO VIABLE
TARGET. NO
READING.



TRACK
IT! TRACK
IT!

LIGHTSTORM!
LIGHTSTORM,
RESPOND!

CHOOON





CONGRATULATIONS.
PHALANX HOSTILES
ELIMINATED.

IS THAT
WHAT I DID? IT
WAS ALL A BIT TOO
FAST FOR ME TO
FOLLOW.

WHO
ARE YOU
AGAIN?

I AM THE WORLDMIND,
THE DATA GESTALT OF
THE XANDARIAN CULTURE.
AND YOU...

...ARE
NOVA 0001.

YEAH,
OF COURSE
I AM.

TOGETHER



DIVERTING THIRTY PERCENT POWER TO FLIGHT FUNCTION. WE--

IS THERE SOMETHING WRONG?

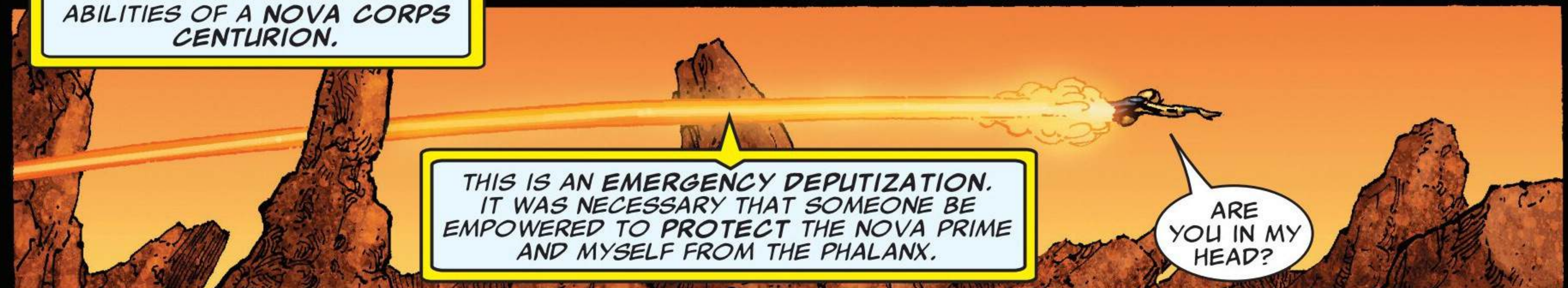
I'M FLYING.

YOU WERE FLYING BEFORE.

IT'S A LOT TO TAKE FOR A REGULAR KREE MEDIC LIKE ME.

WHAT HAVE YOU DONE TO ME?

YOU HAVE BEEN INVESTED WITH THE STANDARD OPERATIONAL ABILITIES OF A NOVA CORPS CENTURION.



THIS IS AN EMERGENCY DEPUTIZATION. IT WAS NECESSARY THAT SOMEONE BE EMPOWERED TO PROTECT THE NOVA PRIME AND MYSELF FROM THE PHALANX.

ARE YOU IN MY HEAD?

I AM CONTAINED WITHIN THE CEREBRUM OF THE NOVA PRIME. I AM SIMPLY LINKED TO YOUR THOUGHTS.

THE NOVA PRIME? THAT BODY I FOUND?

CORRECT, KO-REL OF HALA. THE NOVA PRIME MUST BE PROTECTED.

YOU KNOW MY NAME, YOU CAN READ MY THOUGHTS...THIS IS SO INVASIVE!

IT IS NECESSARY. YOU WILL NEED DIRECT MENTORING TO CONTROL THE NOVA POWERS. THERE IS NO TIME FOR MORE SUBTLE FORMS OF TRAINING.

LOOK, I KNOW ABOUT THE CORPS. EVERYONE DOES. I'M JUST NOT SURE I WANT TO JOIN IT.

BUT I COULD CERTAINLY USE THE NOVA POWER TO GET OFF-WORLD AND BRING BACK A RESCUE CREW FOR MY PEOPLE. I'M A RANKING KREE OFFICER WITH RESPONSIBILITIES HERE--

YOU WERE CHOSEN FOR THIS PRECISELY BECAUSE OF YOUR ATTITUDE TOWARD RESPONSIBILITY.

IT IS YOUR GREAT VIRTUE. YOU HAVE BEEN STRANDED HERE FOR OVER A YEAR. ONE HUNDRED AND ONE KREE MILITARY PERSONNEL, SOME OF THEM CRIPPLED, DEPEND ON YOU.

YOU DO NOT LIKE THE ROLE THAT HAS BEEN FORCED UPON YOU, BUT YOU PERFORM IT ANYWAY, TO THE BEST OF YOUR ABILITY. FOR THEIR SALES.



I HAVE FULL CONFIDENCE YOU WILL ASSUME THIS NEW RESPONSIBILITY WITH THE SAME SELFLESS DETERMINATION.

I HAVE ALSO LEARNED FROM YOUR SURFACE THOUGHTS THAT YOU HAVE A YOUNG SON, ZAM, AND--

SHUT UP!

SHUT UP AND STOP READING MY DAS'T MIND! SOME THINGS ARE PRIVATE!



YOU ALL HEARD, THEN?

YES, IT'S ME. ANYONE GOT A PROBLEM WITH THE NEW AND FARKED-UP SITUATION I FIND MYSELF IN?



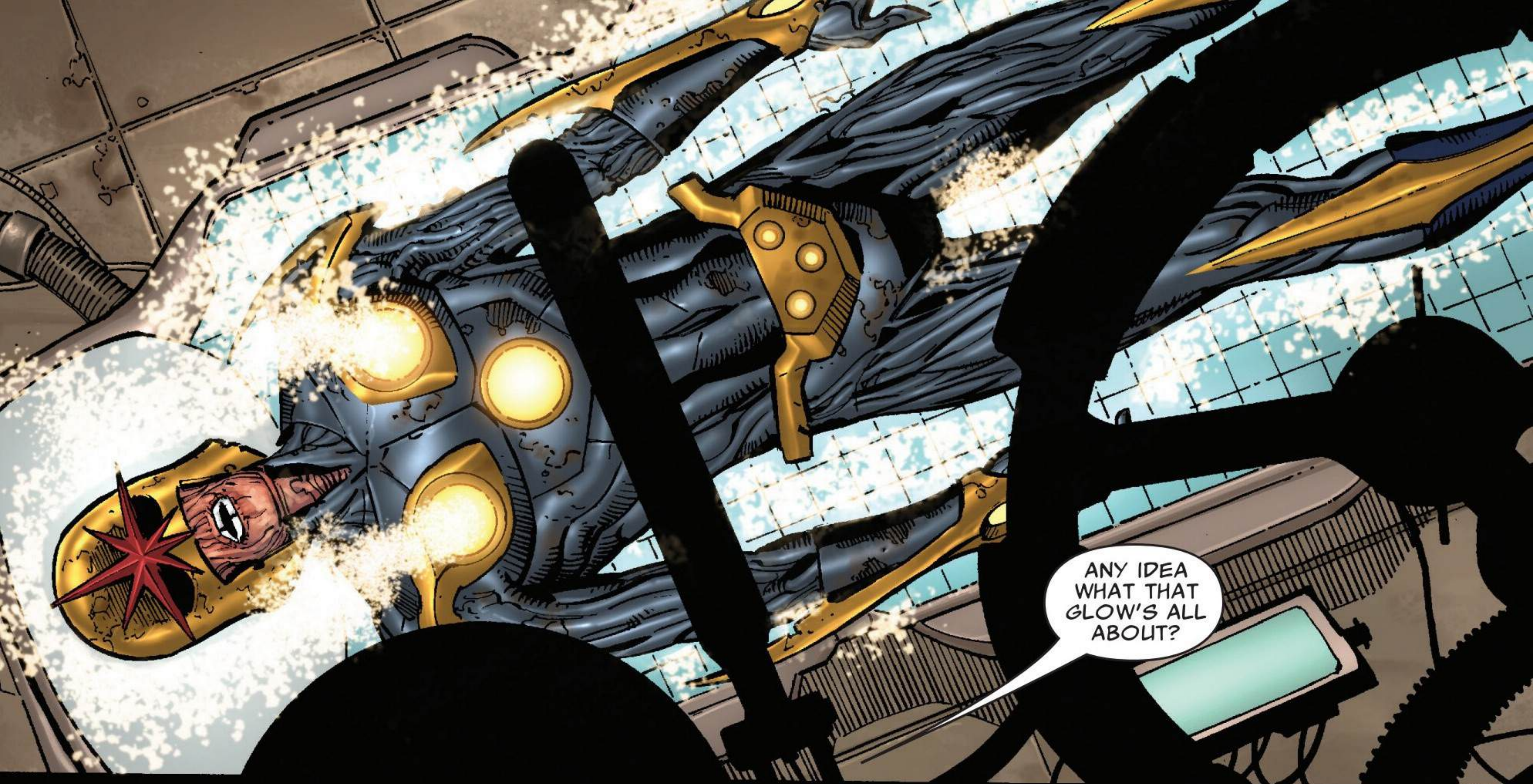
THIS NEW LOOK, BOSS. DOESN'T LEAVE MUCH TO THE IMAGINATION, DOES IT?



BLESS YOU FOR THAT, DIMPLES.

WHERE'S THE CHIEF?

WAITING FOR YOU IN CENTRAL MEDICAL, BOSS.



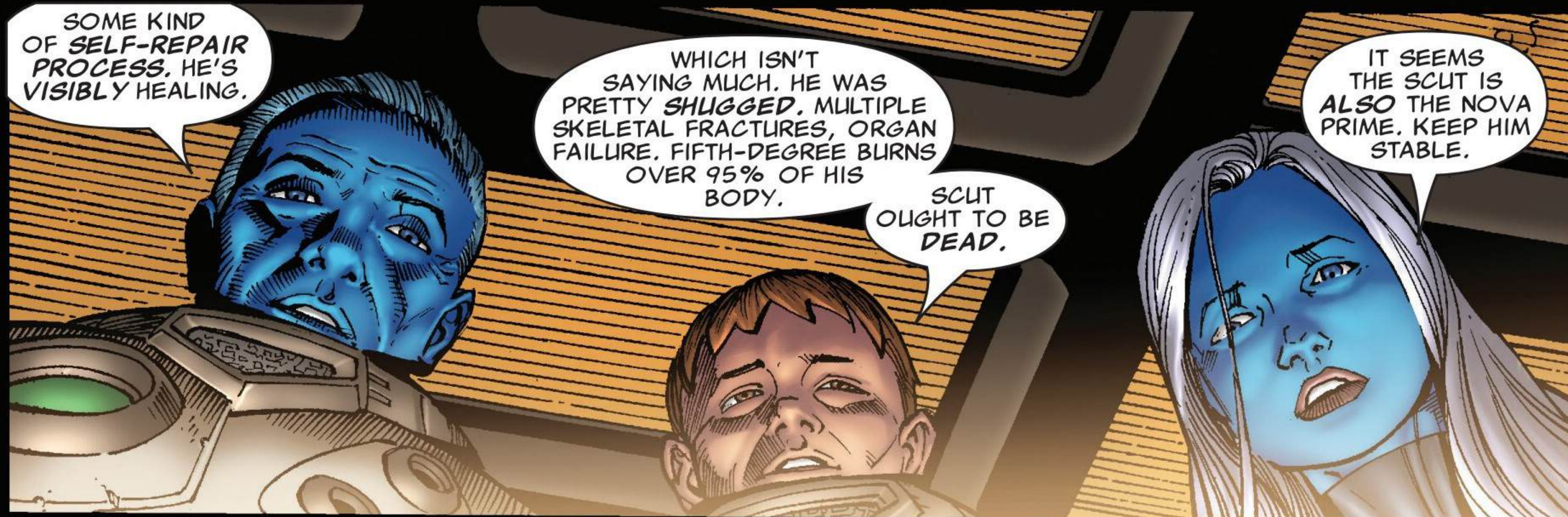
ANY IDEA
WHAT THAT
GLOW'S ALL
ABOUT?

SOME KIND
OF SELF-REPAIR
PROCESS. HE'S
VISIBLY HEALING.

WHICH ISN'T
SAYING MUCH. HE WAS
PRETTY *SHUGGED*. MULTIPLE
SKELETAL FRACTURES, ORGAN
FAILURE. FIFTH-DEGREE BURNS
OVER 95% OF HIS
BODY.

SCUT
OUGHT TO BE
DEAD.

IT SEEMS
THE SCUT IS
ALSO THE NOVA
PRIME. KEEP HIM
STABLE.



KO-REL,
IT IS CRITICAL YOU
PAY ATTENTION AT
THIS TIME--

WHAT?

I
DIDN'T SAY
ANYTHING.

NOT
YOU, CHIEF.
HOLD ON...



YES?

WELL,
I--ALL RIGHT,
ALL RIGHT.

YES, I'M
AWARE OF
THAT.

THEY SAY
IT'S THE FIRST
SIGN OF MADNESS,
THEY DO.

ZIP
THE LIP,
LAD.

SORRY, THAT MUST
HAVE LOOKED ODD.
THERE'S THIS *THING*
THAT TALKS IN MY HEAD.
PART OF THE WHOLE
NOVA PACKAGE.

IT WAS
REMINDING ME
THAT ADDITIONAL
PHALANX HOSTILES
MAY BE CLOSING
IN.

FLAGPOLE,
CAN YOU ORGANIZE
A FULL DEFENSE
DEPLOYMENT? *RED*
CONDITION.



PHALANX?!
OH FARK! YES,
MA'AM.

OH, AND FLAGPOLE? THE VOICE ADVISED ME YOU WERE BUSY STARING AT MY BUTT JUST THEN. NOT THE RIGHT TIME.

OH, WELL, YOU SEE, IT'S--
YOU KNOW...
PRETTY DAS'T TIGHT,
THAT SUIT.

OHH-HO-HO!
MIND ON THE
JOB, LAD.

CHIEF?
LET'S TALK IN
PRIVATE.

SO
YOU'VE JOINED
THE CORPS NOW,
HAVE YOU?

IT WAS
PRETTY MUCH
THRUST UPON
ME, YAN.

HEY, I'VE
GOT NO ISSUE WITH
THE CORPS. COUPLE OF
CENTURIONS SAVED MY MA
FROM SKRULL RAIDERS
YEARS BACK. THEY'RE
GOOD GUYS IN MY
BOOK.

YES,
CAPTAIN.

GET THAT
DEFENSE UP, LADS.
I'M COUNTING
ON YOU!

IT'S FREAKY
IS WHAT IT IS. I CAN
FLY, YAN. I CAN KILL
LIKE THAT.

PLUS, THIS
VOICE IN MY HEAD.
IT'S TELLING ME
THINGS.

LIKE
WHAT, KO?

THE PHALANX
HAVE CONQUERED
OUR EMPIRE. AND WE
THOUGHT THE BUGS
WERE BAD.

WE MISSED IT
ALL, STRANDED
HERE.

AND THAT'S
WHY THE PHALANX ARE
HERE? IT'S NOT JUST A
SORTIE RAID? FARK! THE
PHALANX ARE REALLY
BAD NEWS!



IT'S ALL BAD NEWS. HALA'S TAKEN. THOUSANDS HAVE BEEN TURNED INTO PHALANX. **MILLIONS** ARE DYING. PUTS **OUR** PROBLEMS INTO PERSPECTIVE A LITTLE.

ZAM WILL BE OKAY, KO. TRUST ME.

YOU'RE NOT HEARING ME, OLD MAN. THE EMPIRE'S GONE. THIS NOVA PRIME WAS JUST RUNNING TO WARN OTHER RACES.

IS THAT WHAT THIS VOICE IN YOUR HEAD IS TELLING YOU TO DO?



THAT'S JUST IT. I HAVE THE POWER TO **ESCAPE** THIS PLACE. I HAVE THE POWER TO **FIGHT** FOR THE KREE.

I HAVE THE POWER TO GO AND FIND MY SON.



BUT IT DOESN'T WANT ME TO DO ANY OF THOSE THINGS. IT **INSISTS** I STAY HERE AND PROTECT THE NOVA PRIME.



SO, SCREW IT. **LEAVE**, I SAY. PLEASE. GO AND GET HELP FOR US ALL.



YEAH, THAT'S WHAT I THOUGHT TOO. BUT I DON'T THINK IT'S GOING TO LET ME.

HMPH.

I DUNNO. I GUESS IT'S GOT ITS REASONS. I SUPPOSE WE JUST HAVE TO APPRECIATE THE **UP-SIDES** IN THIS.

LIKE WHAT?

"WELL, FOR A START, FLAGPOLE WAS RIGHT. THAT SUIT'S GOT ALL SORTS OF TIGHT GOING ON."

COM CHECK,
DEFENSE POSITION
EIGHT.

READING
YOU, ESS. STAY
ALERT.

OH FARK,
WHAT THE DAS'T
IS THAT?

ALARM!
ALARM! THEY'RE
RIGHT ON US!
THEY'RE--

TARGET
ACQUIRED.

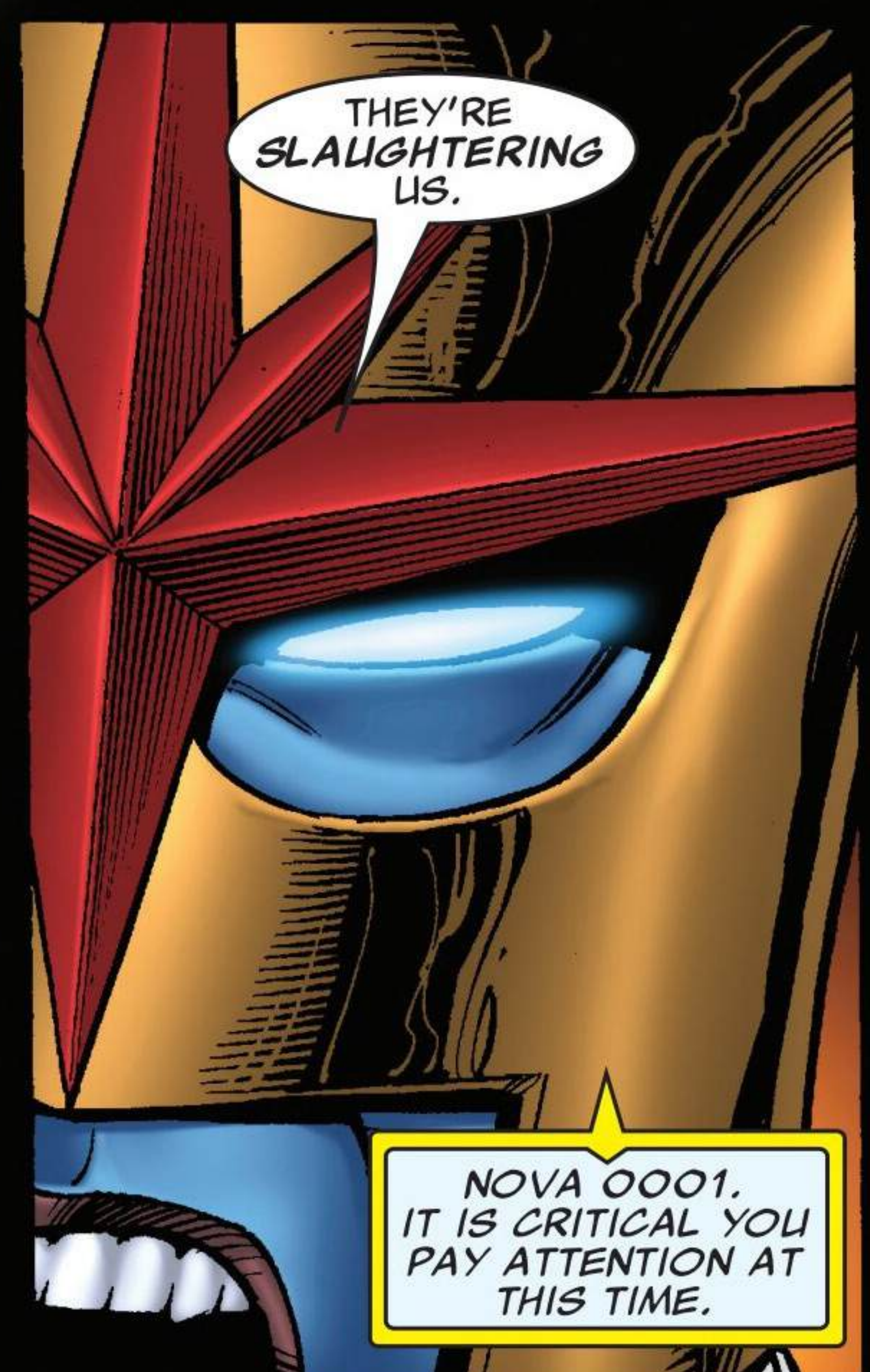
AGHH!
GHHKKK!

ESS? YOU
THERE? ESS,
COME BACK
TO ME!

GHHHNN...
MMNGH...
NNHH.

WE...
WE ARE ONE.
TOGETHER.





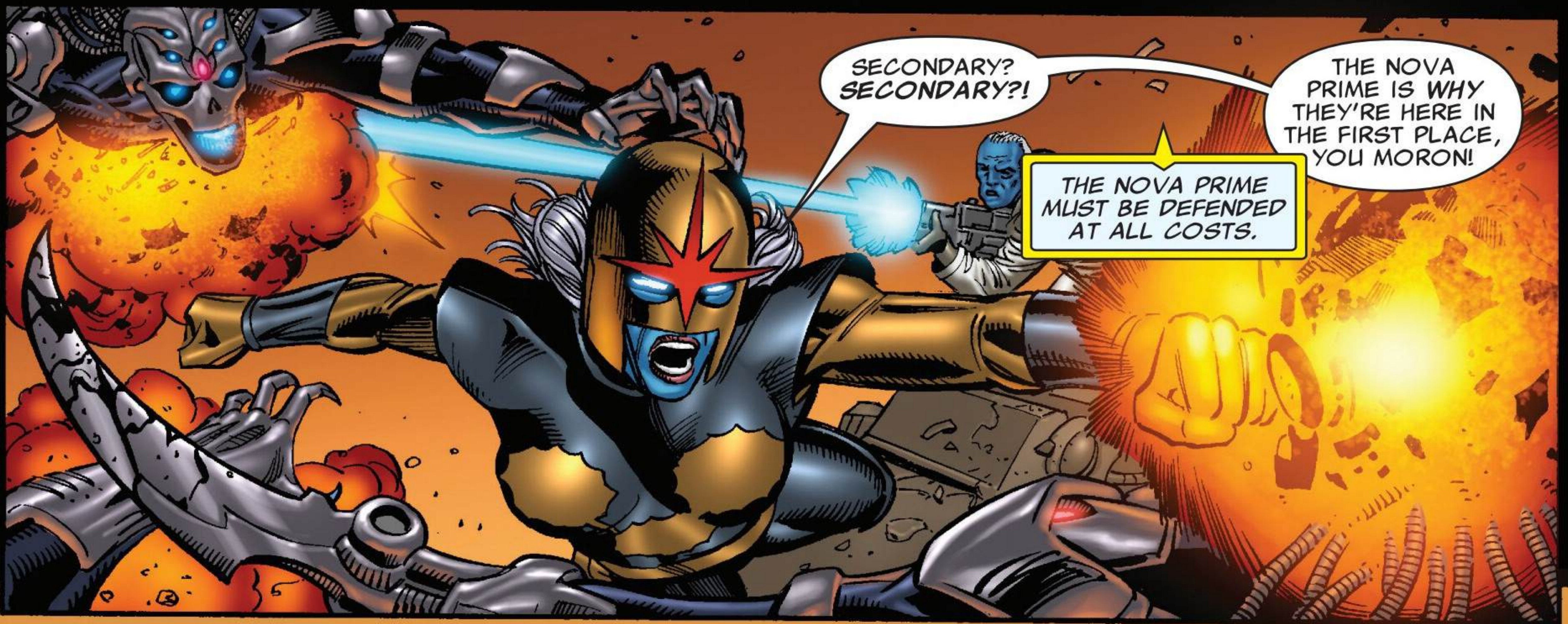


IT'S
CRITICAL I DO
SOMETHING.

NOVA 0001,
YOU MUST--

COMMITTING
GRAVIMETRIC PULSE,
BOTH HANDS.

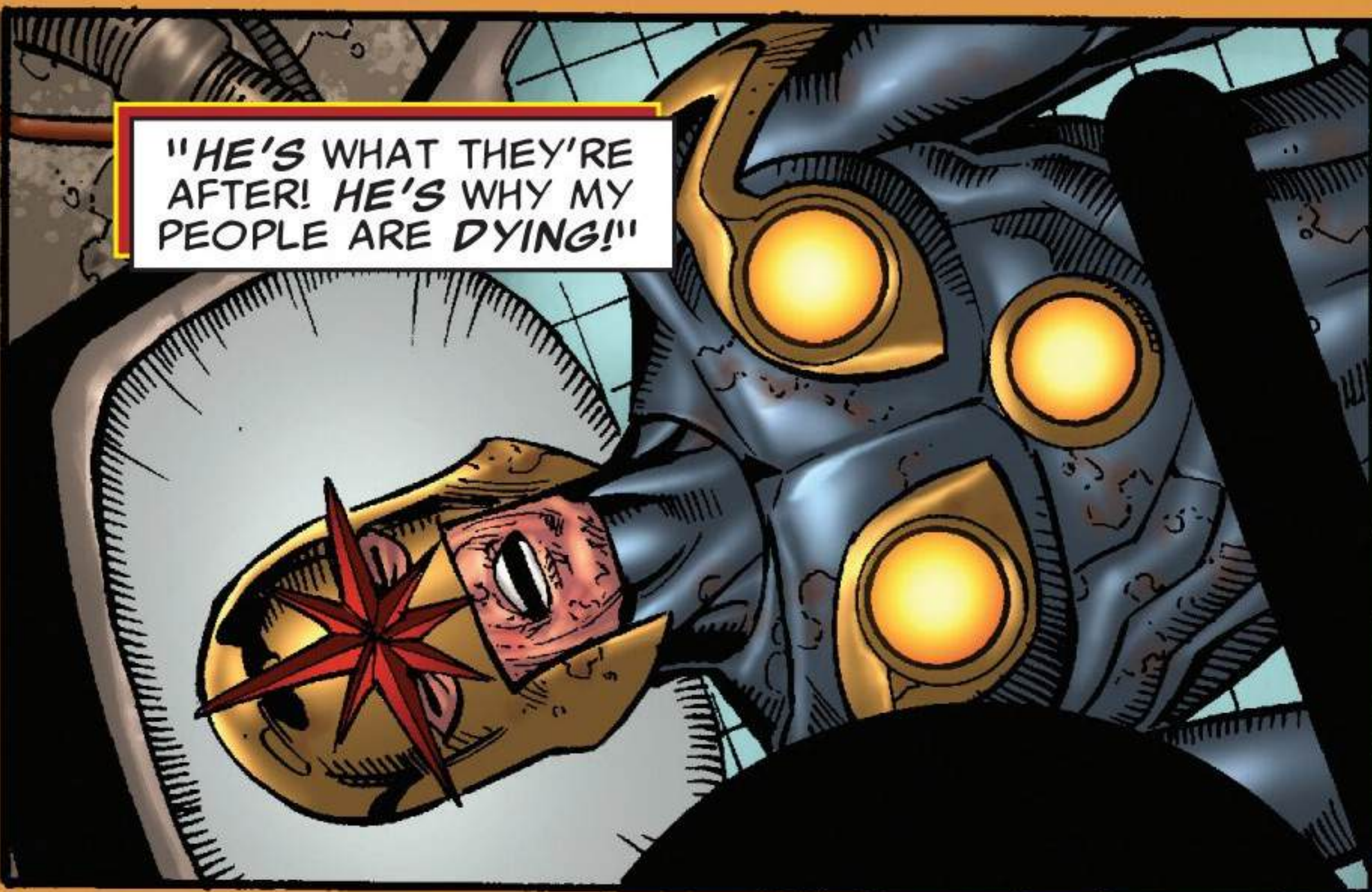
YOU MUST PROTECT
THE NOVA PRIME. ALL
OTHER CONSIDERATIONS
ARE SECONDARY.



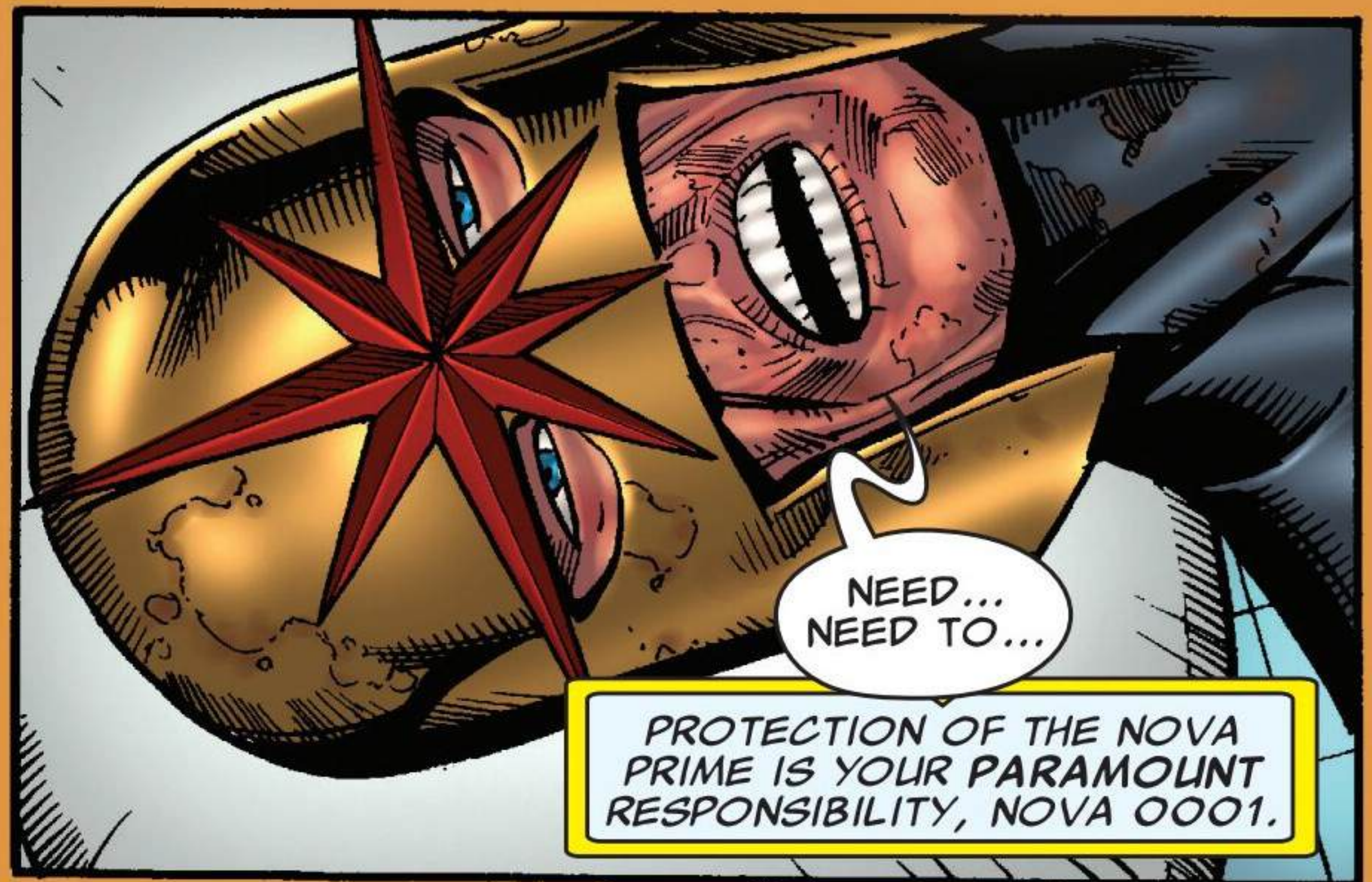
SECONDARY?
SECONDARY?!

THE NOVA
PRIME IS WHY
THEY'RE HERE IN
THE FIRST PLACE,
YOU MORON!

THE NOVA PRIME
MUST BE DEFENDED
AT ALL COSTS.



"HE'S WHAT THEY'RE
AFTER! HE'S WHY MY
PEOPLE ARE DYING!"



NEED...
NEED TO...

PROTECTION OF THE NOVA
PRIME IS YOUR PARAMOUNT
RESPONSIBILITY, NOVA 0001.



OKAY, SO
IF ALL THESE
PHALANX SCUTS
WANT IS A
NOVA...

...LET
ME GIVE THEM
ONE.

KO-REL OF HALA, I
MUST ADVISE YOU STRONGLY
AGAINST YOUR CONSIDERED
COURSE OF ACTION.

DO NOT ATTEMPT TO
ACCESS AN AIRLOCK.
DO NOT ABANDON THE
NOVA PRIME.



WHY HAVE YOU
DISOBEYED MY
SPECIFIC
INSTRUCTIONS?

CATCH UP,
WORLDWIND. IT'S
CALLED **STRATEGY**.
EVER HEARD OF
THAT?

NOW OPEN
ME A COM CHANNEL
THE PHALANX CAN
HEAR.

HELLO?
ARE YOU FREAKS
LISTENING? COME
AND **GET ME**.



NOVA TARGET
IDENTIFIED.

NOVA
LOCATED.
PURSUE.

ENABLING
TELEPORT
FUNCTION.



THEY 'PORTED
OUT! WHERE DID
THEY GO?

OH, DAS'T.
SHE LED THEM
AWAY. KO LED
THEM AWAY...

...AND
THEY'VE GONE
AFTER HER.



HALA'S GHOST...

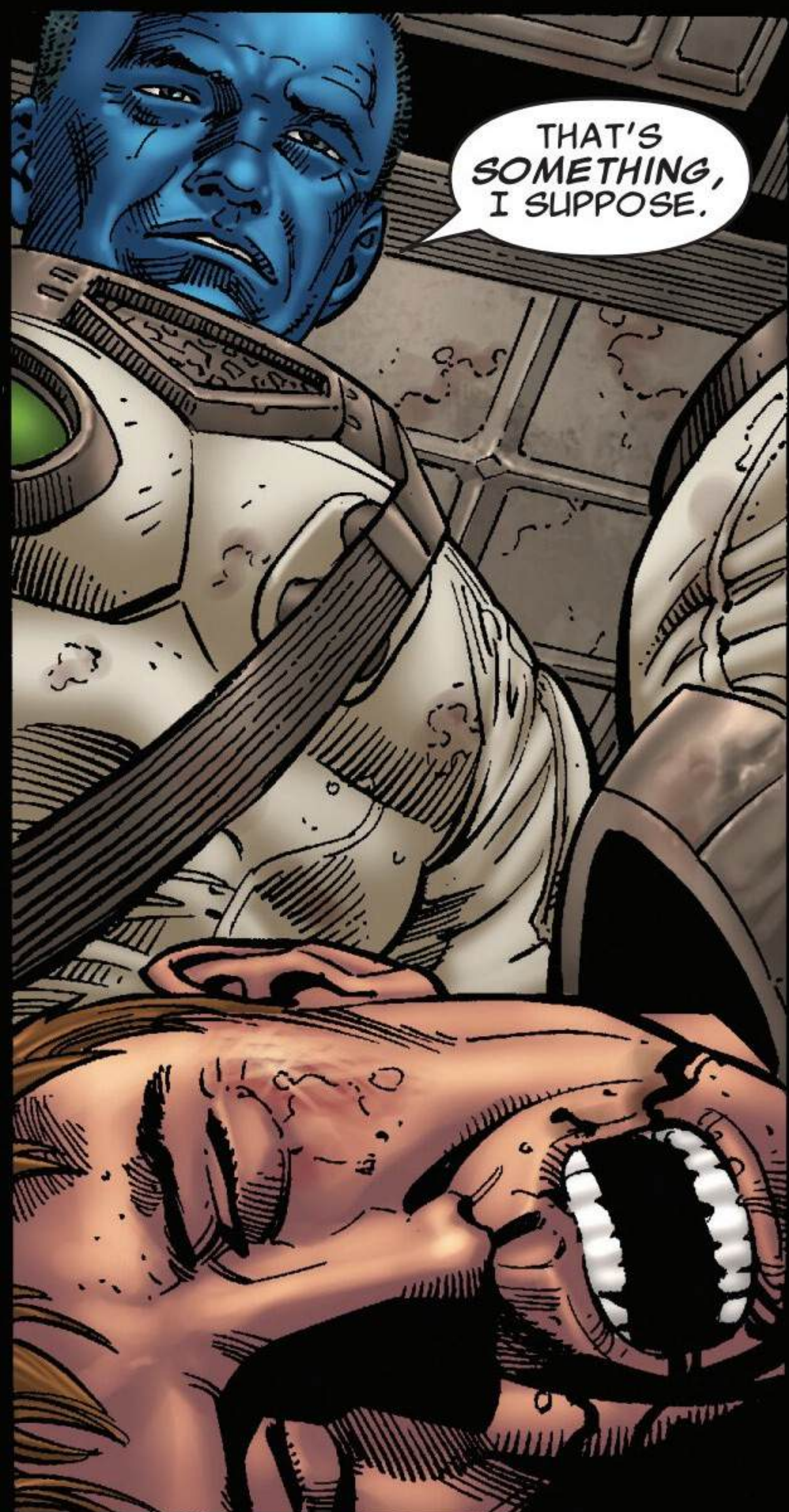
...SEE TO THE WOUNDED!



OH, FLAGPOLE...
OH, MY POOR LAD...NOT YOU, TOO...



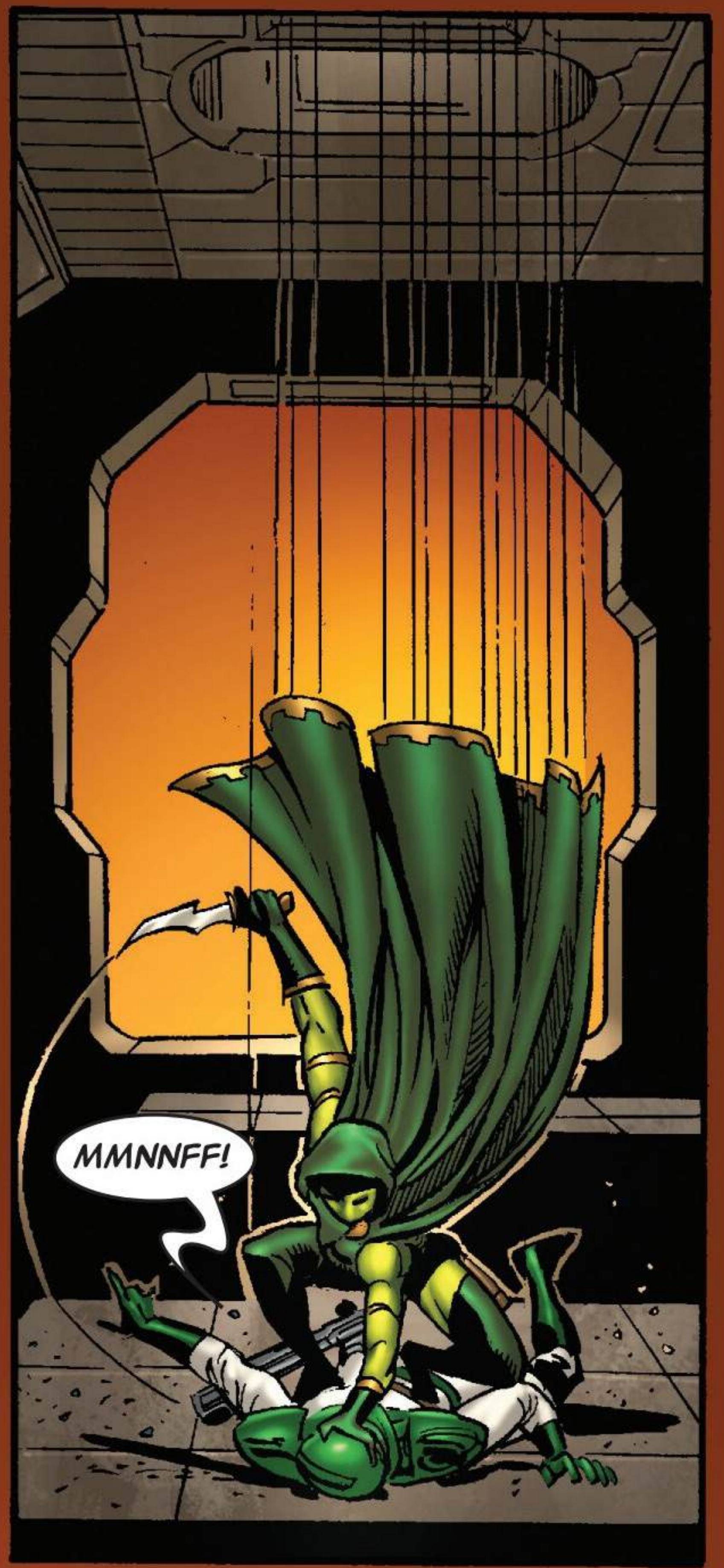
CHIEF? THE SHIP'S SECURE.
THOSE SONS OF SCHMA'AGS HAVE ALL GONE.



THAT'S SOMETHING, I SUPPOSE.









HUNT
PACKS.
REPORT
TO ME.

THE NOVA HAS
TURNED TO FIGHT,
SELECT GAMORA.
WE ARE ENGAGING.

DAMAGE HER IF
YOU CAN. KEEP HER
BUSY, AT LEAST.



MAKE HER
BELIEVE HER
CHARADE HAS
WORKED.

GAMORA
OUT.



--WHAT DO
YOU MEAN, YOU
CAN'T FIND JUL OR
TIPTOE? SOMEONE
MUST HAVE SEEN
THEM!

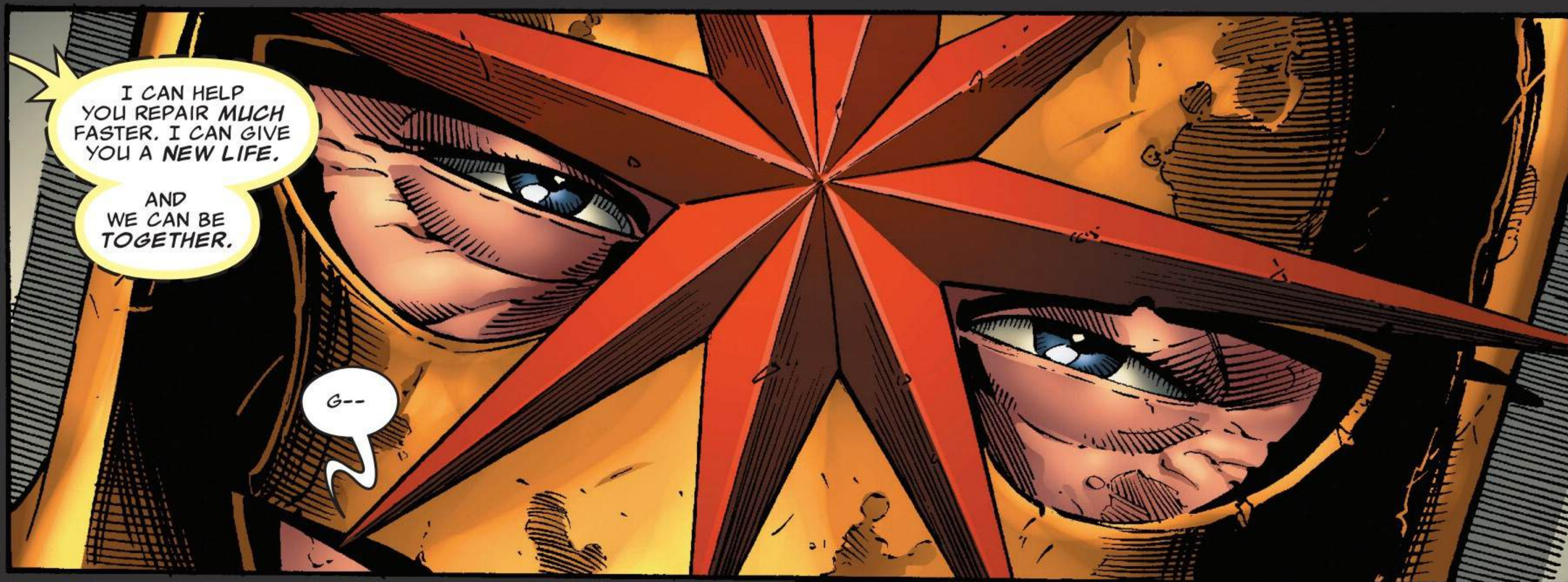


JUST
FIND THEM,
WILL YOU?

YES,
CHIEF!

I'M GOING
TO CHECK ON
OUR GUEST.





I CAN HELP
YOU REPAIR MUCH
FASTER. I CAN GIVE
YOU A NEW LIFE.

AND
WE CAN BE
TOGETHER.

G--

WE WERE
GOOD TOGETHER,
WEREN'T WE? DO
YOU REMEMBER?

IT WAS
SWEET FUN.
TOO BAD IT
DIDN'T LAST.



YOU COULD
KEEP UP WITH ME
IN EVERY WAY
EXCEPT...

WELL,
AGGRESSION.
YOU THOUGHT IT
WAS A FAILING IN ME.
I THOUGHT YOUR LACK
OF IT WAS A FLAW
IN YOU.

G-GAMORA...

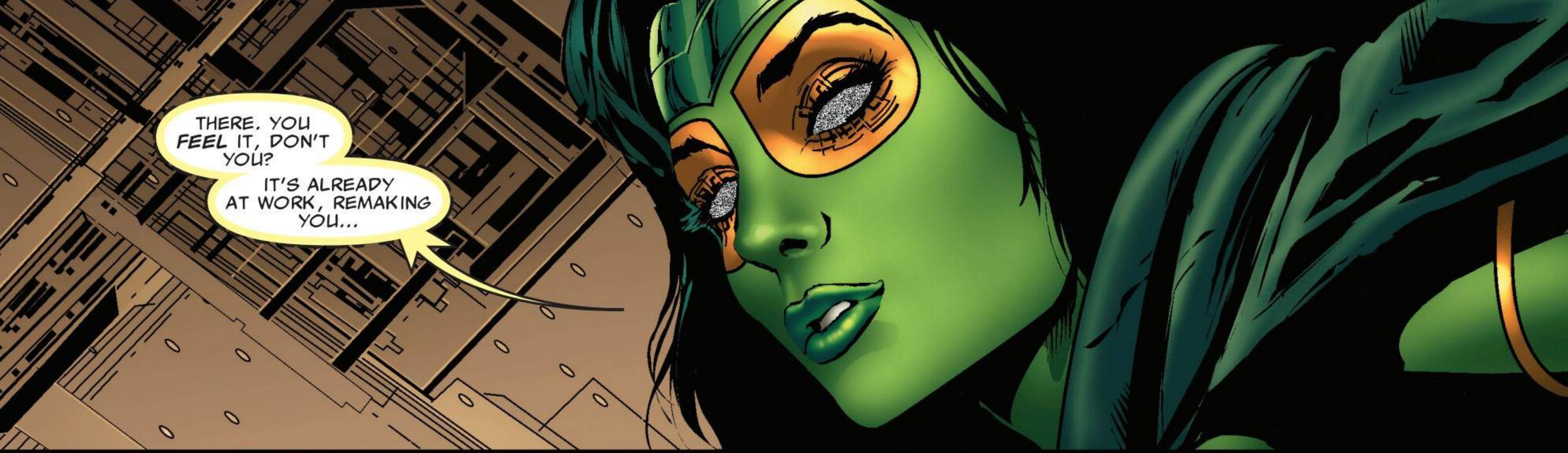


LET ME SHOW
YOU THE ERROR
OF YOUR WAYS.

NN...
NO...

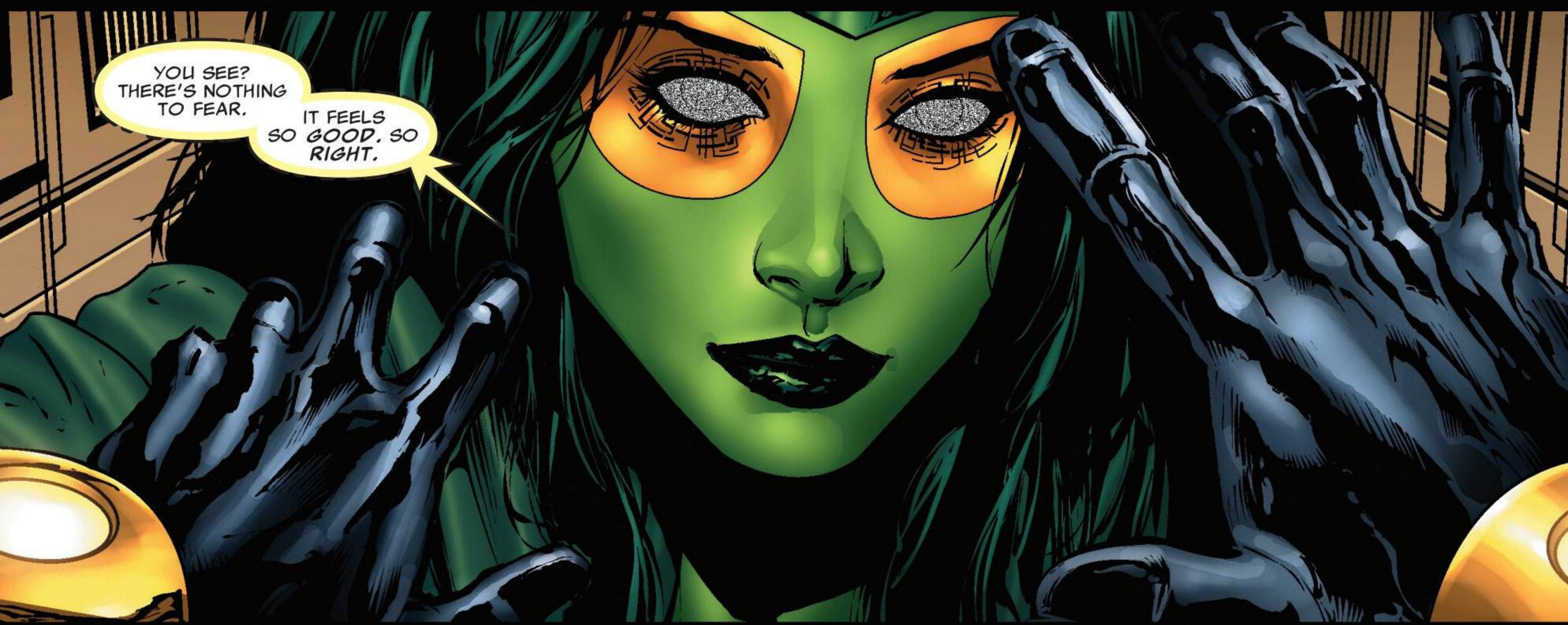
HUSH.
EVERYTHING
WILL BE ALL
RIGHT.





THERE. YOU
FEEL IT, DON'T
YOU?

IT'S ALREADY
AT WORK, REMAKING
YOU...

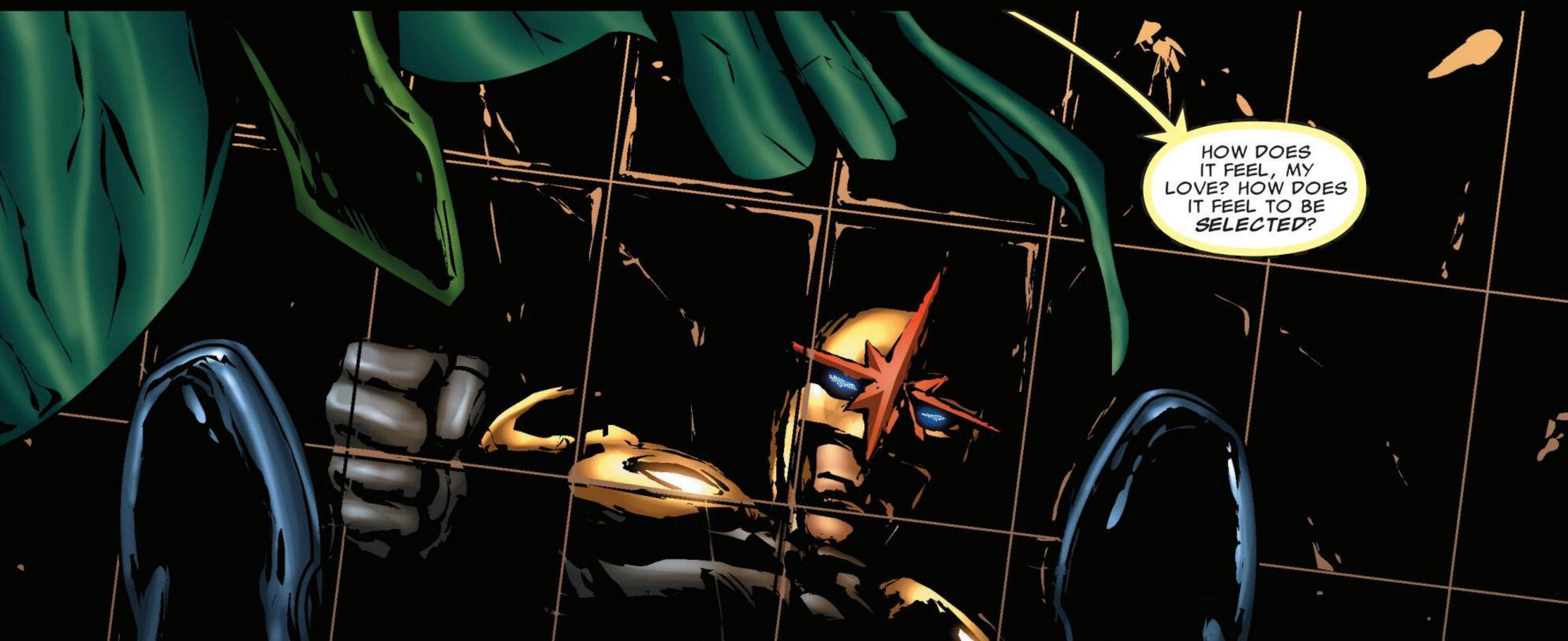


YOU SEE?
THERE'S NOTHING
TO FEAR.

IT FEELS
SO GOOD. SO
RIGHT.



LET IT
WORK. DON'T
FIGHT IT.



HOW DOES
IT FEEL, MY
LOVE? HOW DOES
IT FEEL TO BE
SELECTED?



PERFECT.





WORLD MIND?
WHY HAVE
YOU GONE
QUIET?



WHY AREN'T
YOU TALKING TO
ME ANYMORE?

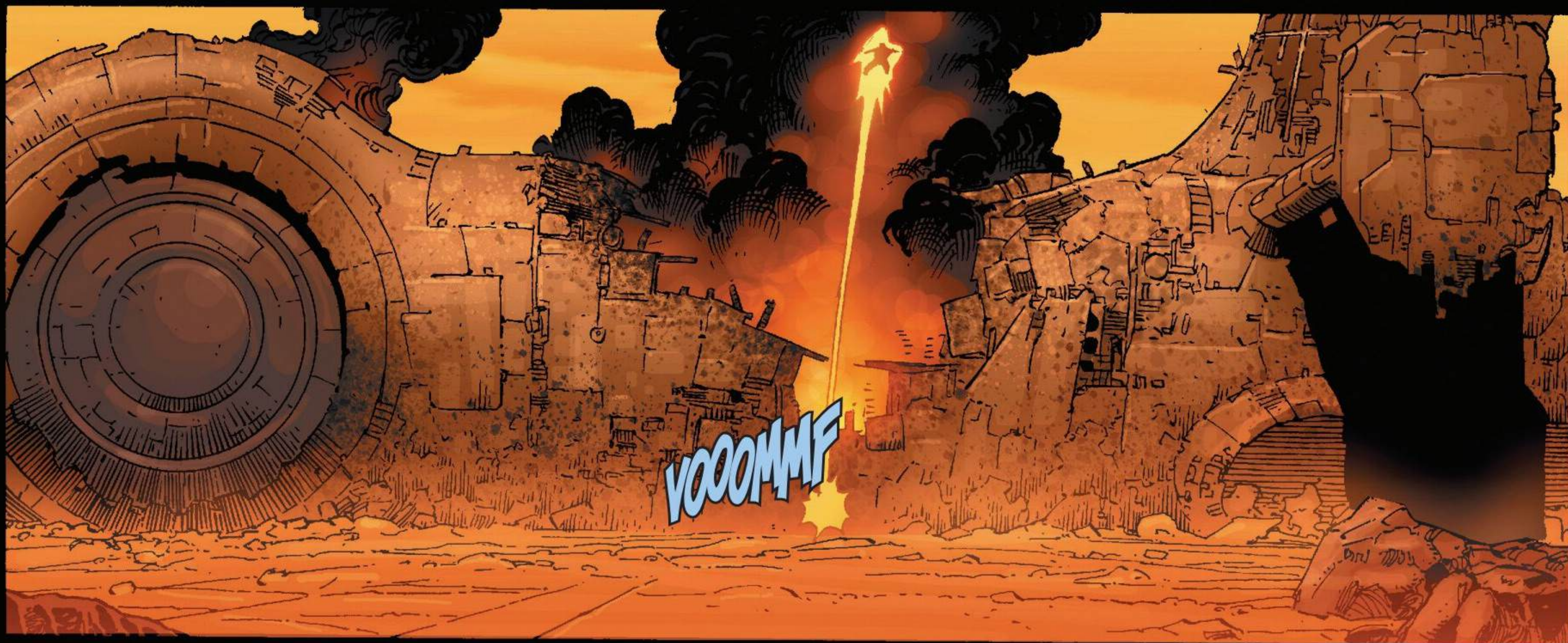
I LED THE
PHALANX AWAY FROM
THE SHIP, WORLD MIND.
I...I DESTROYED
THEM.

WHAT'S
HA--



OH, NO.
NO.

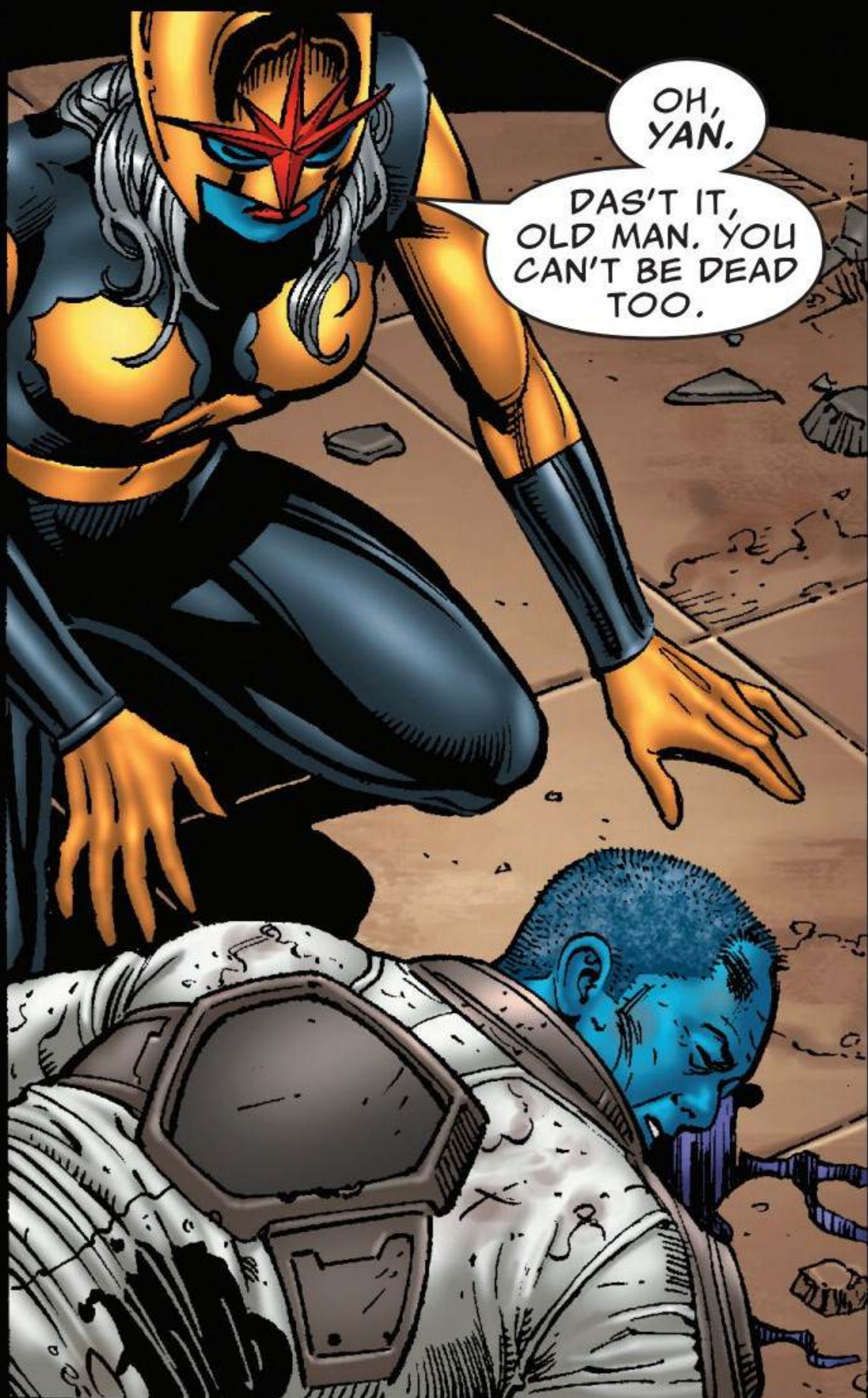
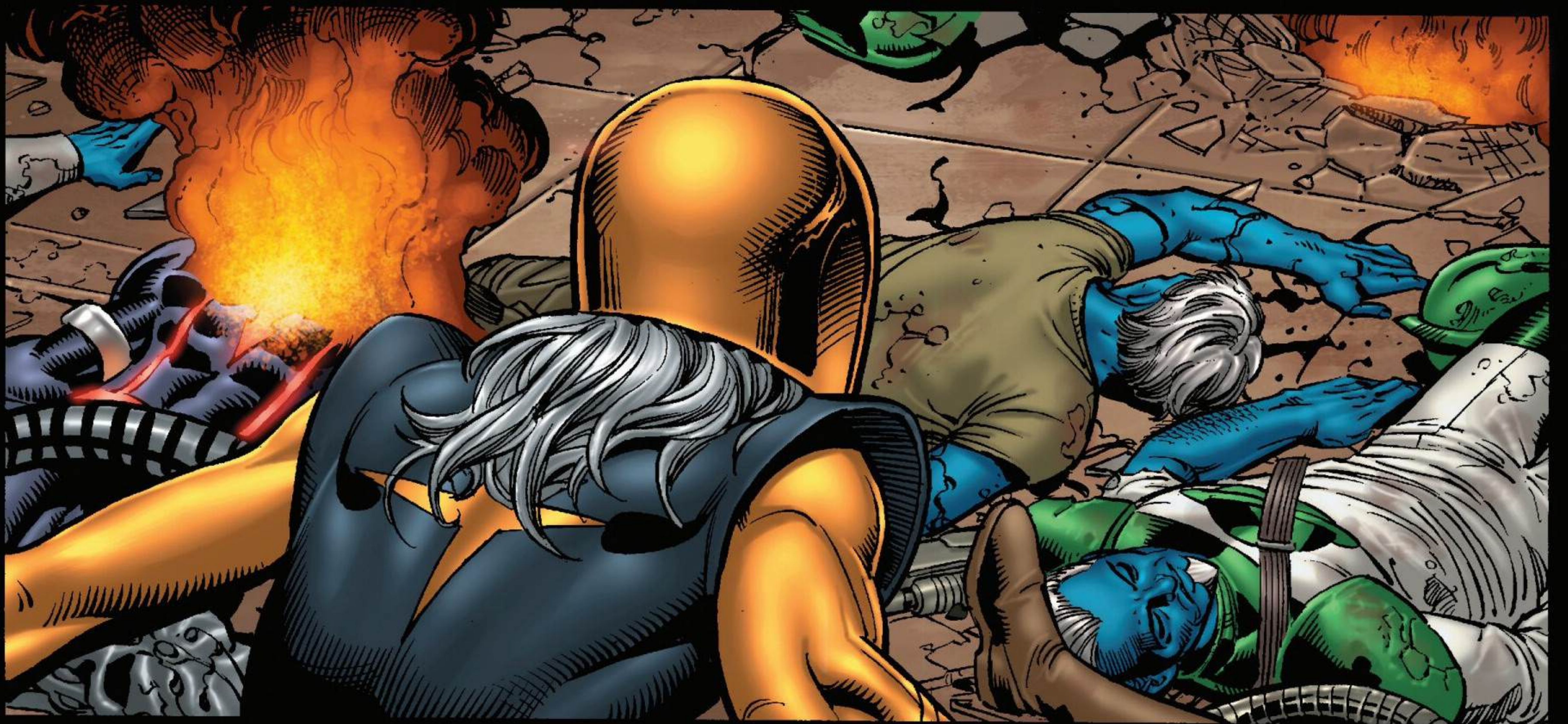




INSIDE



SKIES OF
HALA...



OH,
YAN.
DAS'T IT,
OLD MAN. YOU
CAN'T BE DEAD
TOO.



ZAM, MY
SWEET LITTLE
BOY. WHEREVER
YOU ARE, I
WISH...

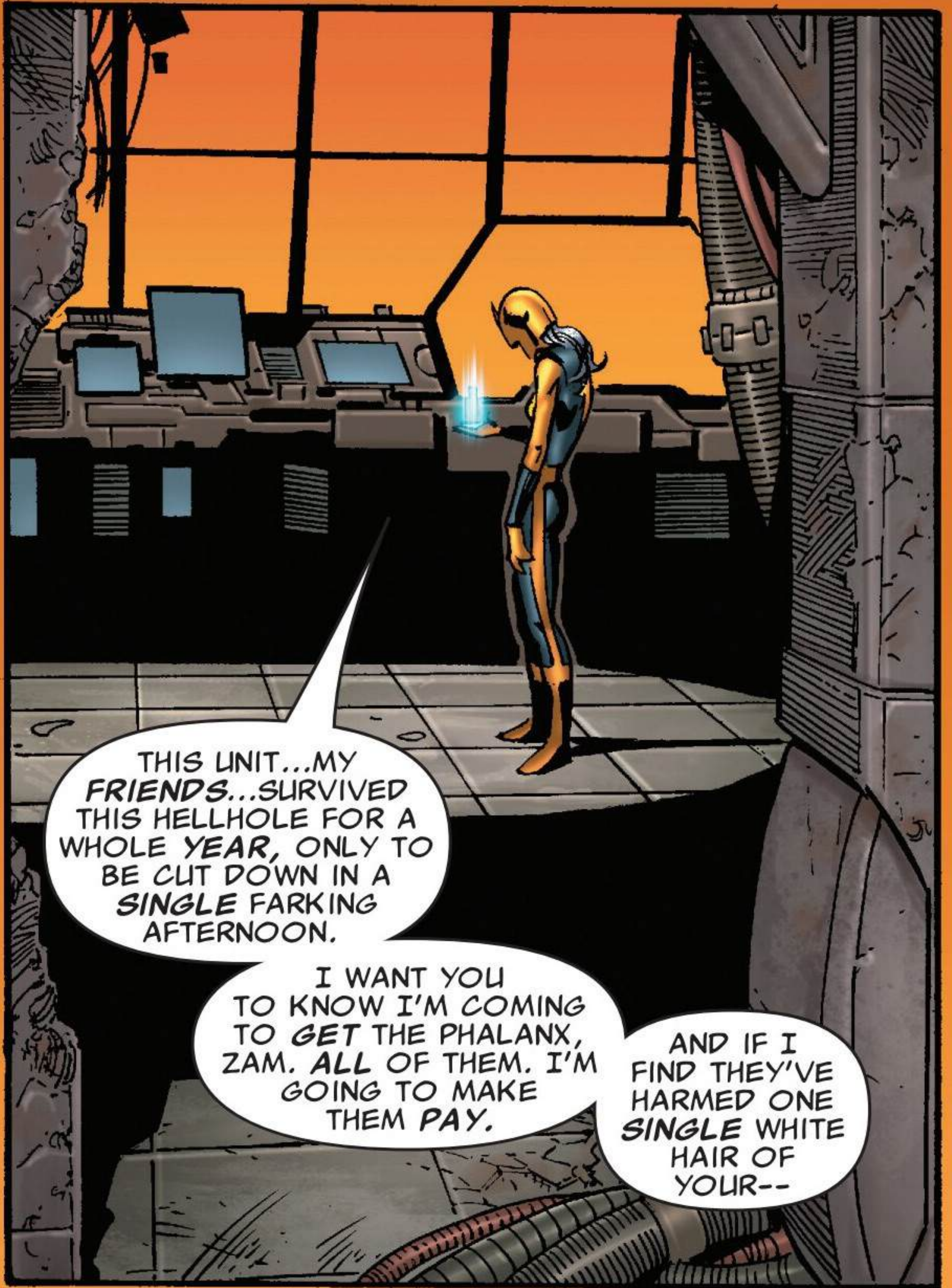
YOUR
MOM SCREWED
UP, ZAM. SHE
REALLY SCREWED
UP BADLY.



I THOUGHT MISSING A YEAR OF YOU GROWING UP WAS THE WORST THING THAT COULD EVER HAPPEN TO ME.

BUT...ZAM, I WAS GIVEN A JOB TO DO HERE. LOOK AFTER THIS UNIT.

AND I COULDN'T DO IT.



THIS UNIT...MY FRIENDS...SURVIVED THIS HELLHOLE FOR A WHOLE YEAR, ONLY TO BE CUT DOWN IN A SINGLE FARKING AFTERNOON.

I WANT YOU TO KNOW I'M COMING TO GET THE PHALANX, ZAM. ALL OF THEM. I'M GOING TO MAKE THEM PAY.

AND IF I FIND THEY'VE HARMED ONE SINGLE WHITE HAIR OF YOUR--



NOVA 0001.

WORLDMIND? IS THAT YOU?

NOVA 0001.

YOU'RE SO FAINT! SO FAR AWAY!



I AM FAR AWAY. KO-REL, THERE IS VERY LITTLE TIME LEFT.

THE NOVA PRIME HAS BEEN INFECTED BY THE PHALANX. HE HAS BEEN SELECTED TO SERVE THEM.

OH DAS'T.

THE SELECT GAMORA HAS TAKEN HIM TO ONE OF THE INNER KREE WORLDS. HE IS LOST TO ME.

IT IS ONLY A MATTER OF HOURS BEFORE I, TOO, AM CONSUMED BY THE PHALANX TECHNOVIRUS.

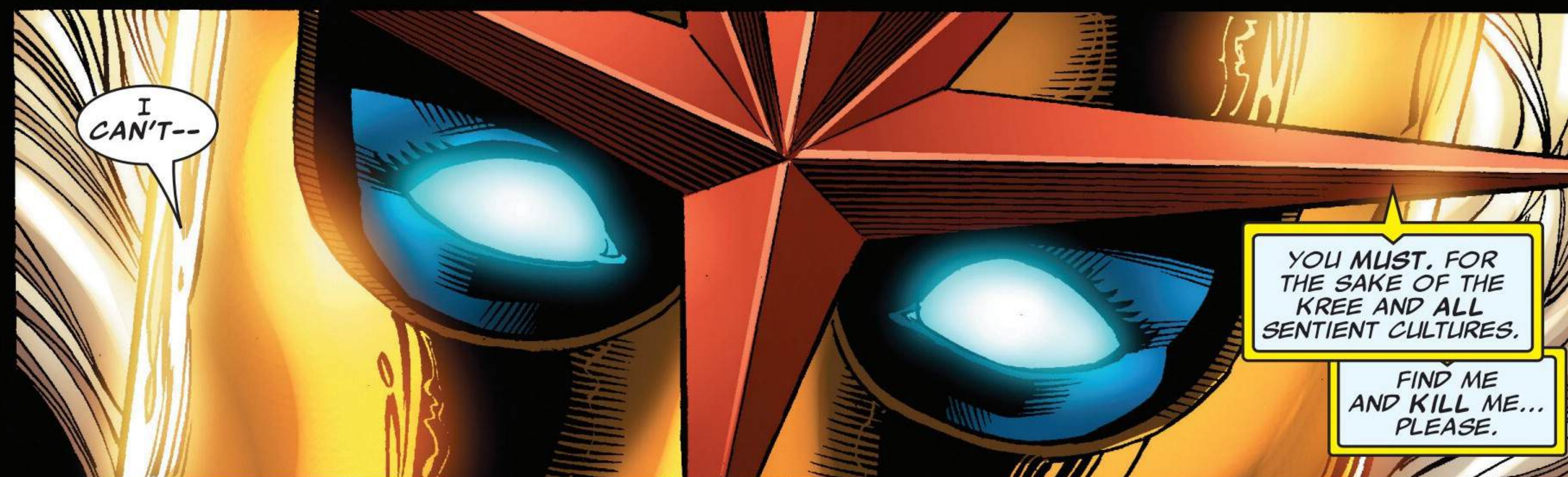


WORLDMIND, I NEED YOU TO TEACH ME HOW TO OPEN A STARGATE.

NOW, PLEASE.

I TASTE VENGEANCE IN YOUR MIND, KO-REL. A HUNGER FOR DESTRUCTION.

THAT IS GOOD.





DRAX,
SURELY YOU KNOW
ME WELL ENOUGH TO
REALIZE THAT **RUNNING**
ISN'T REALLY AN
OPTION?





STAY
DOWN THIS
TIME.

C'MON,
DRAX.

BECOMING
A SELECT IS THE
BEST THING THAT
EVER HAPPENED TO
ME.

AS YOU'RE
ABOUT TO FIND
OUT FOR
YOURSELF.

AGGHH!

RICHARD, SURELY
YOU KNOW ME WELL
ENOUGH TO REALIZE
THAT ISN'T AN
OPTION EITHER?

KRUNKCH

NICE DODGE.
NEED A HAND
WITH THIS?

DO I
LOOK LIKE
I NEED A
HAND?

NO. BUT
STILL, IT'S DRAX THE
DESTROYER. ONE OF
THE MOST NOTORIOUS
WARRIORS IN KNOWN
SPACE.

HE
KILLED THANOS,
REMEMBER?

GAH!

YEAH,
GAMORA. AND
HOW MANY
YEARS DID THAT
TAKE HIM?

I'M JUST
SURPRISED
THE PHALANX
HAVEN'T BROUGHT
HIM DOWN
ALREADY.

EEARRGHH!

HE'S BEEN
EVADING US SINCE
THE CONQUEST. WE'VE
TRACKED HIM FROM
PLANET TO PLANET.

WHEN I HEARD
HE'D BEEN SPOTTED
HERE, I THOUGHT IT
WOULD BE AN IDEAL
TEST OF YOUR
SELECTHOOD.



KREE GEOTHERMAL REFINERY FACILOID.

LET'S GET HIM DELIVERED FOR SELECTION.

GOOD RESULT. DRAX WILL MAKE A VERY CAPABLE ALLY.

AND DOWN HE GOES.

SOMETHING THE MATTER, RICHARD?

THE ADJUSTMENT.

EXPLAIN.

I JUST THOUGHT THAT BECOMING PART OF THE PHALANX WOULD MEAN I LOST MYSELF.

I'M AMAZED I FEEL SO...NORMAL. DIDN'T YOU FIND THAT, WHEN YOU WERE SELECTED?



YES. THE PHALANX HAS EVOLVED BEYOND ITS REGIMENTED MINDSET, RICHARD.

IT HAS BEEN TAUGHT THAT, IN ORDER TO SUCCEED, IT MUST **VALUE** INDIVIDUALITY AND FREE WILL.

TAUGHT? BY WHO?

SELECTION IS ALL ABOUT FREE WILL. WE BECOME PART OF THE PHALANX, LOYAL TO ITS COLLECTIVE NEEDS, BUT **INDEPENDENT** ENOUGH TO ACT ON OUR OWN INSTINCTS.

BY ALLOWING THE UNPREDICTABLE IMPULSES OF THE SELECT TO THRIVE, THE PHALANX HAS **ALTERED** ITS OPERATION MODEL...

...AND HAS BECOME ALL THE MORE EFFECTIVE.



...AND YOU ARE STILL THE **SEXIEST** HUMAN ROCKET I'VE EVER MET.

THAT WAS A STARGATE.

THE COLLECTIVE FLOURISHES BY ENCOURAGING INDIVIDUAL STRENGTHS?

WE ARE **STILL** WHO WE WERE, YOU AND I, EXCEPT WE ARE CODED TO SERVE THE NEEDS OF THE PHALANX COLLECTIVE.

SO, THOUGH WE ARE **ABSOLUTELY** PHALANX, I AM STILL THE DEADLIEST WOMAN IN THE GALAXY...

MMMHH?

UNHHHFF!

WHUMP

RICHARD!

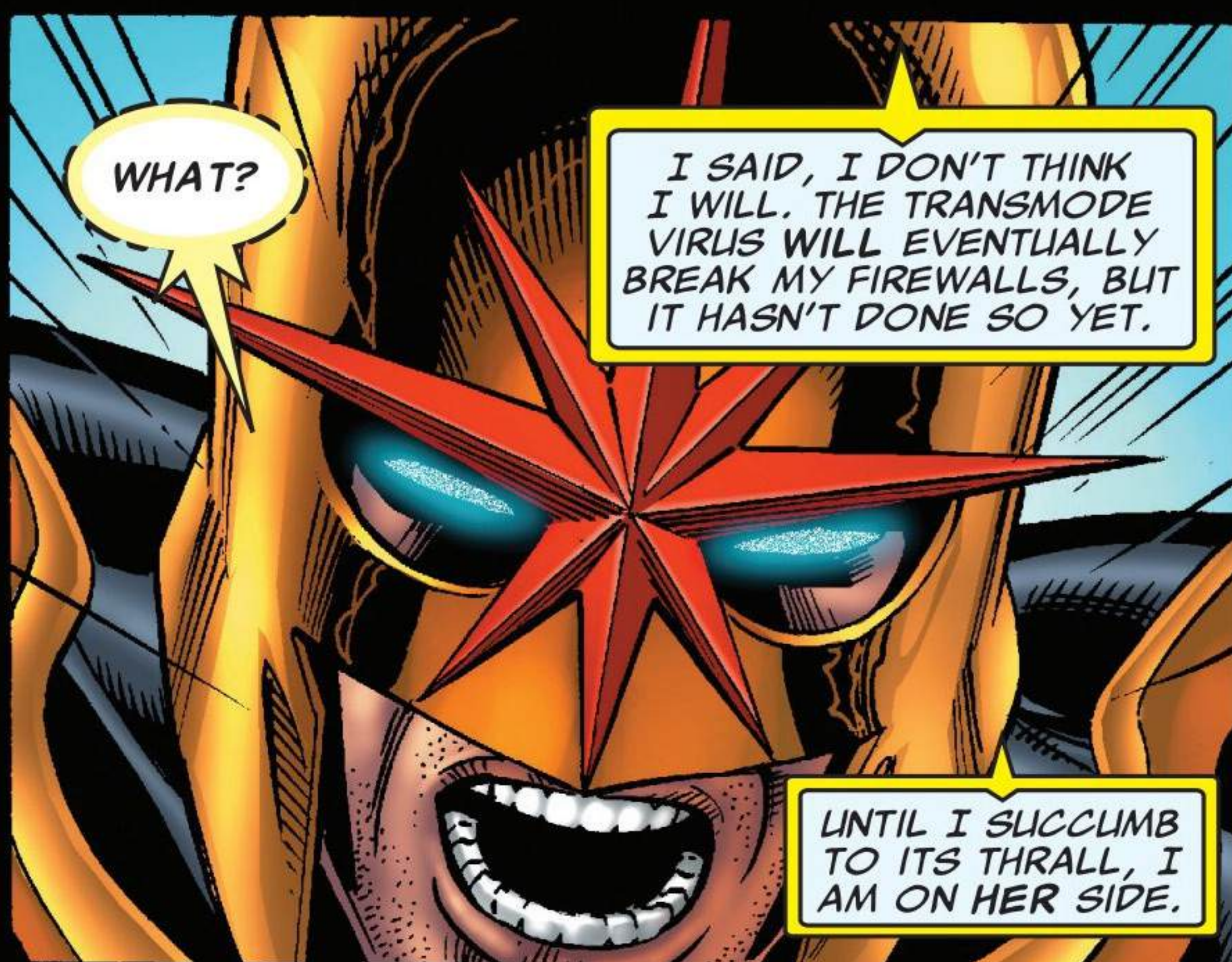
YOU? YOU'RE THE KREE SHLAG WORLDMIND DEPUTIZED.

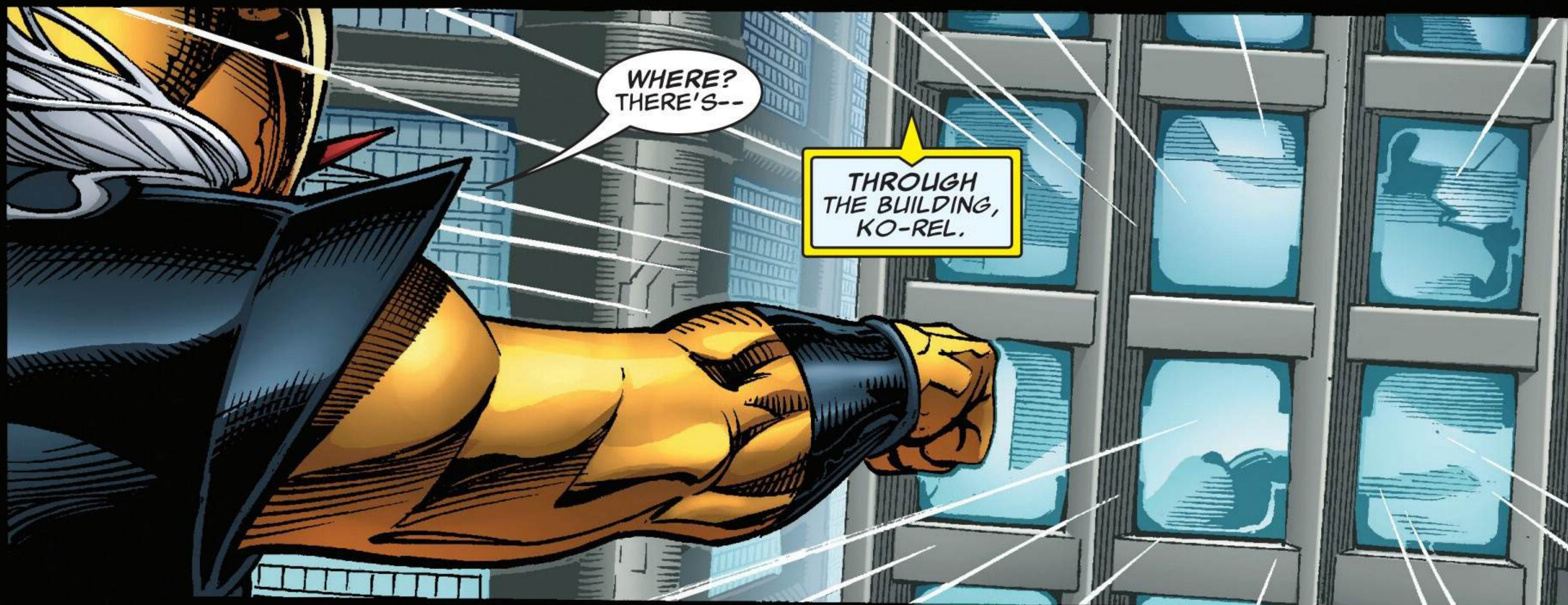
GET OFF ME!

THAT'S STELLAR CAPTAIN KREE SHLAG TO YOU.

OKAY, I'VE GOT HIM, WORLDMIND. NOW WHAT?

WARNING, KO-REL. NOVA PRIME IS CHANNELING FORCE TO---





EXIT STRUCTURE, FULL
TURN. GRAVIMETRIC
PULSE ON ACQUIRED
TARGET. NOW!

UGHHN!



EVASIVE
DIVE.

THIS IS
INSANE! HE
DOESN'T EVEN
FEEL MY BLASTS,
BUT IF HE CATCHES
ME WITH JUST
ONE OF
HIS...

YOU WILL BE DEAD. I
KNOW. I WILL MAKE SURE
HE DOESN'T CATCH YOU.

BANK LEFT, TWO-
SEVENTY TURN,
ACCELERATED CLIMB.



KO-REL,
ISN'T IT? YOU
SHOULD NEVER
HAVE LISTENED TO
THE WORLDMIND,
KO-REL.

HE LIES.
HE DECEIVES. HE
MANIPULATES.

HE'S
MANIPULATED
YOU INTO YOUR
OWN GRAVE.

AGHHK!

BRAKE
THRUST.



WHAT
THE--?!



UGHNNKK!

EVASD LEFT,
FULL TURN,
MAXIMUM
VELOCITY.



NNGGGHH!
GONNA BE
SICK!

ENHANCING YOUR
G-FORCE BUFFERS.
SLIDE TURN, LEFT
AGAIN.

HALA,
HE ALMOST
HAD ME!



YOU
*& *^%! I'LL
KILL HER SOONER
OR LATER, YOU
REALIZE THAT,
WORLDWIND?

I'M NOT LISTENING
TO YOU, RICHARD.



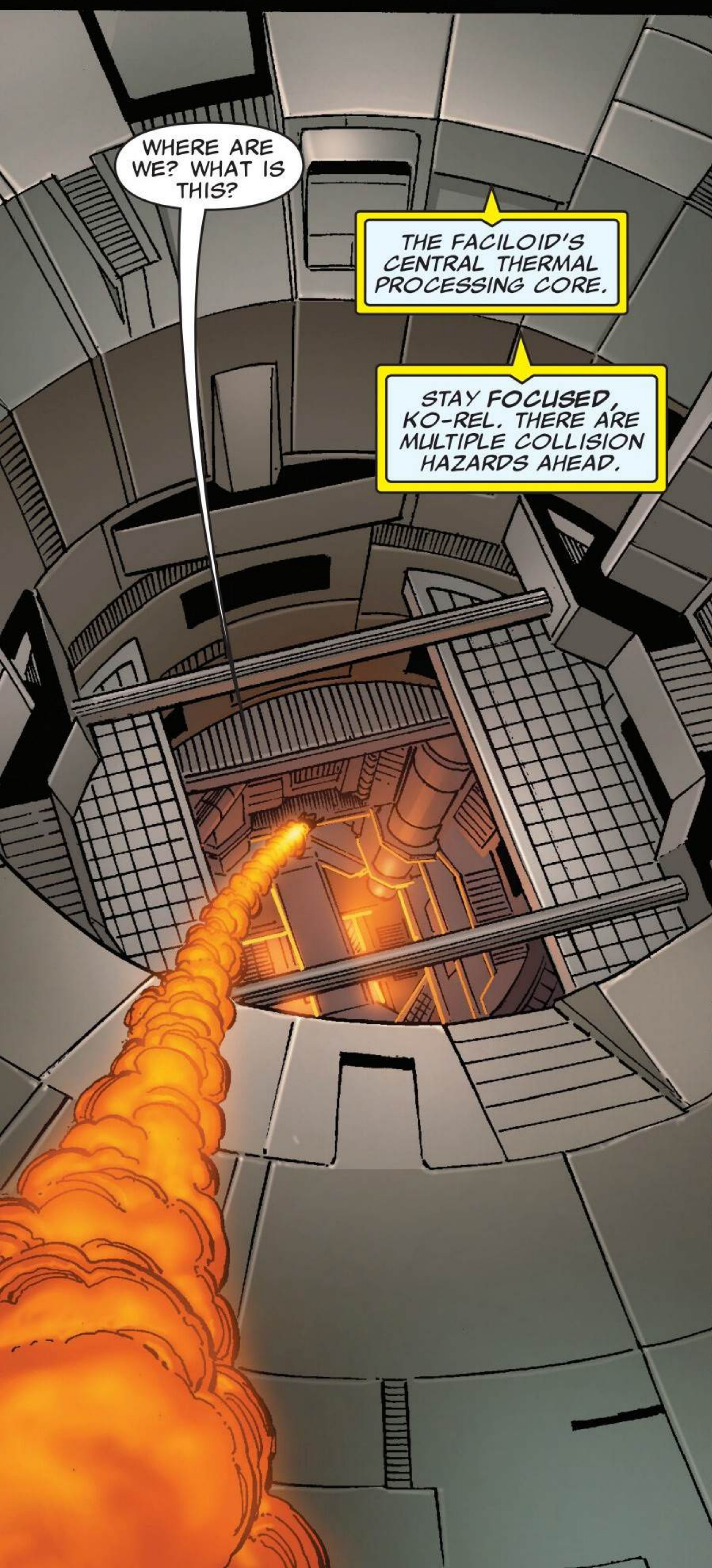
OH, DAS'T!
NOW WE'VE
REALLY PISSD
HIM OFF!

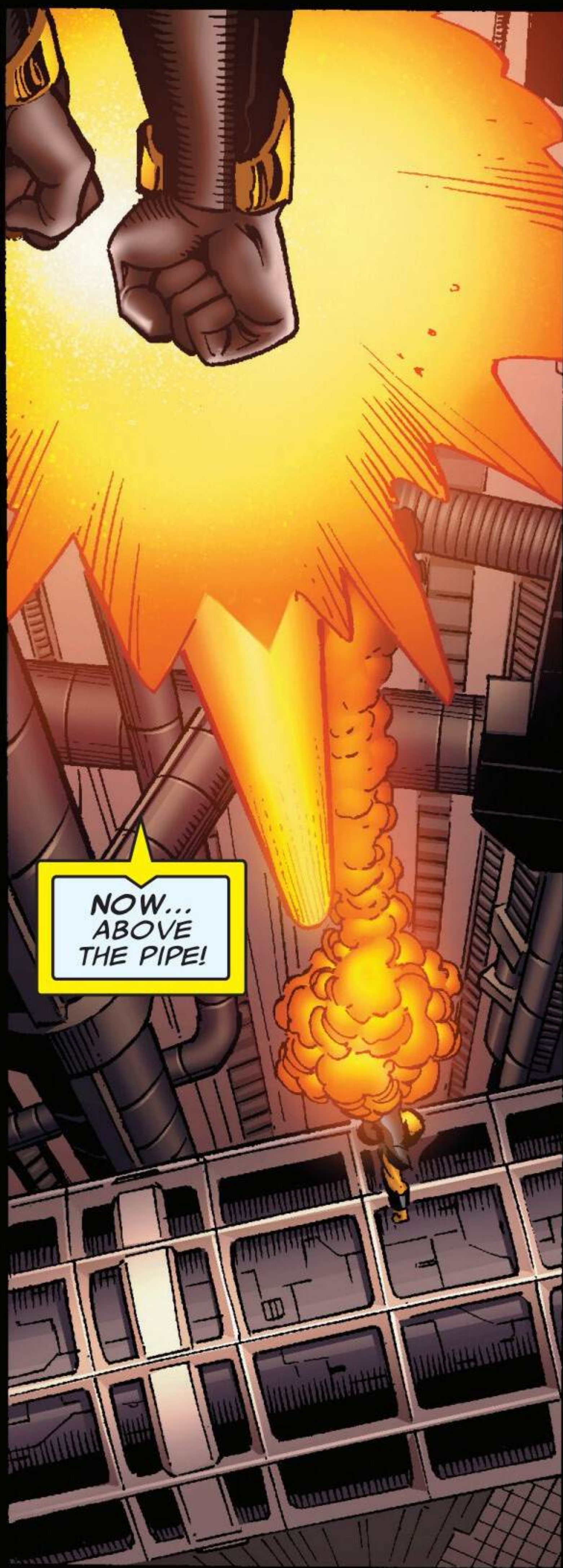
AND AS A RESULT, HIS
JUDGMENT WILL BE
CLOUDED. TURN ONE-
EIGHTY DEGREES, HARD!



MAXIMUM POWER.
FULL BURST, LEFT
HAND. NOW! NOW!

AGHHKKK!





NOW...
ABOVE
THE PIPE!



WHAT'S
IN IT?



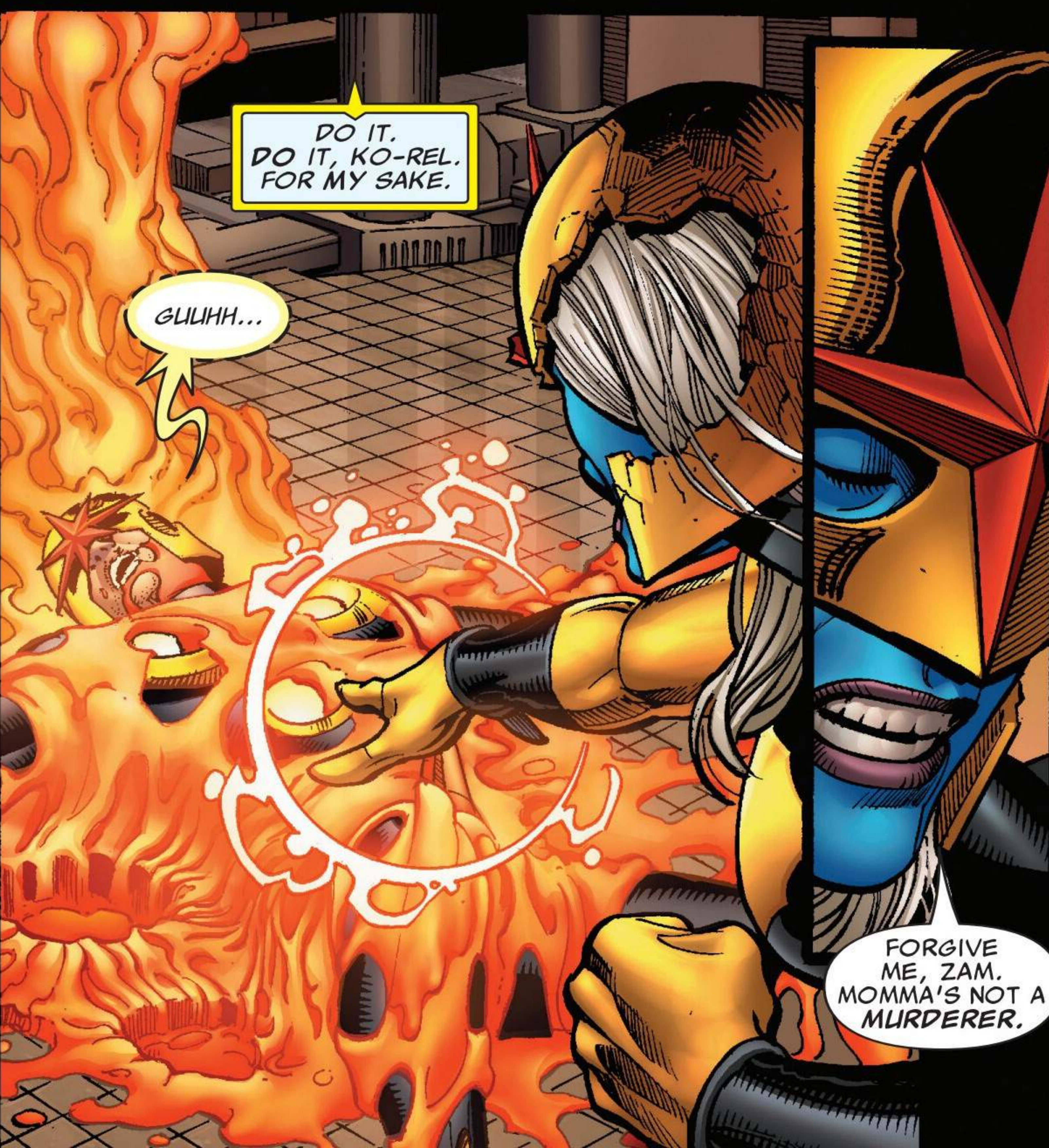
MAGMA.

EEAAARGH!



IS HE
DEAD?

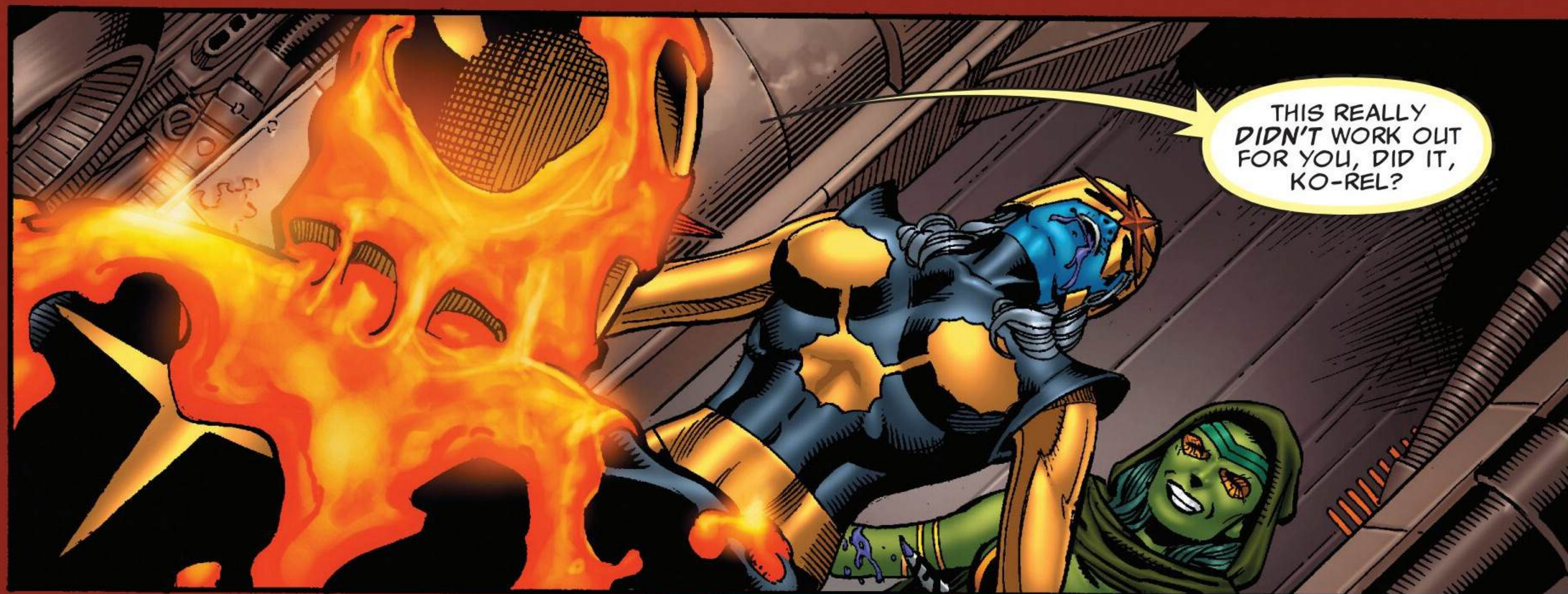
NO, BUT HE IS
VULNERABLE.
QUICKLY, KO-REL.
ONE SHOT,
FULL POWER.

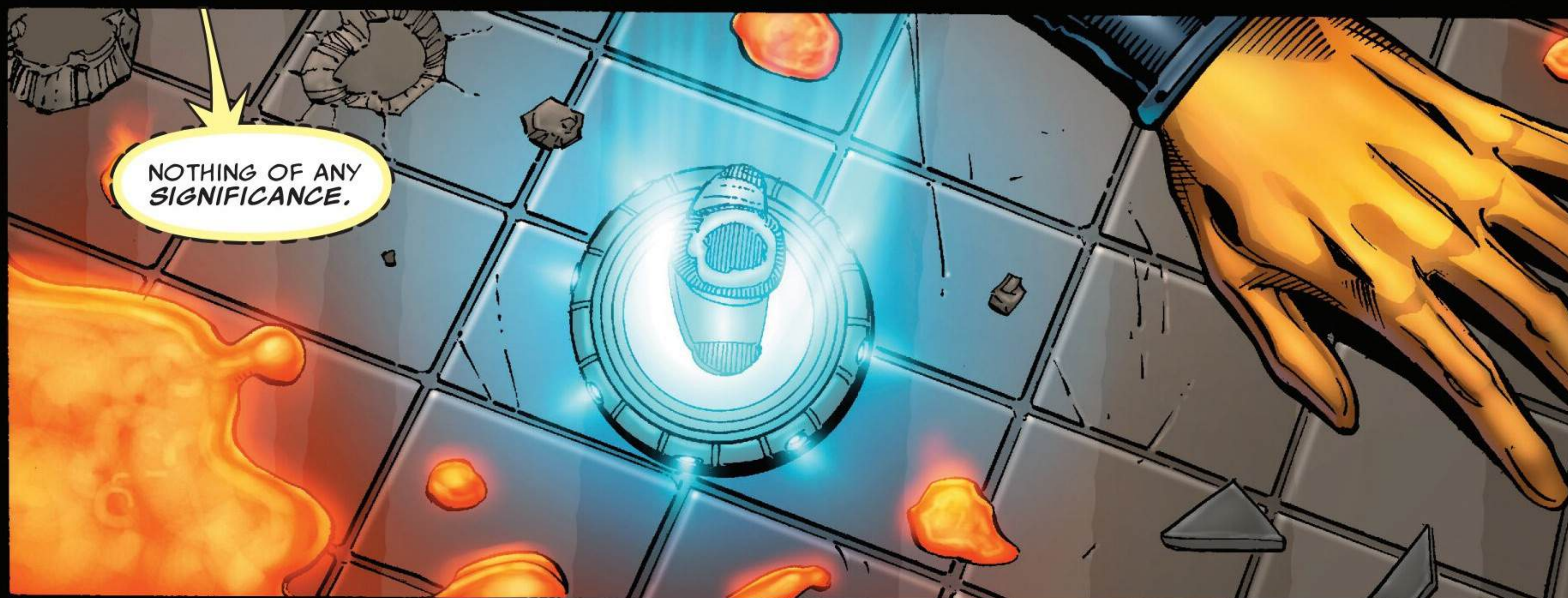
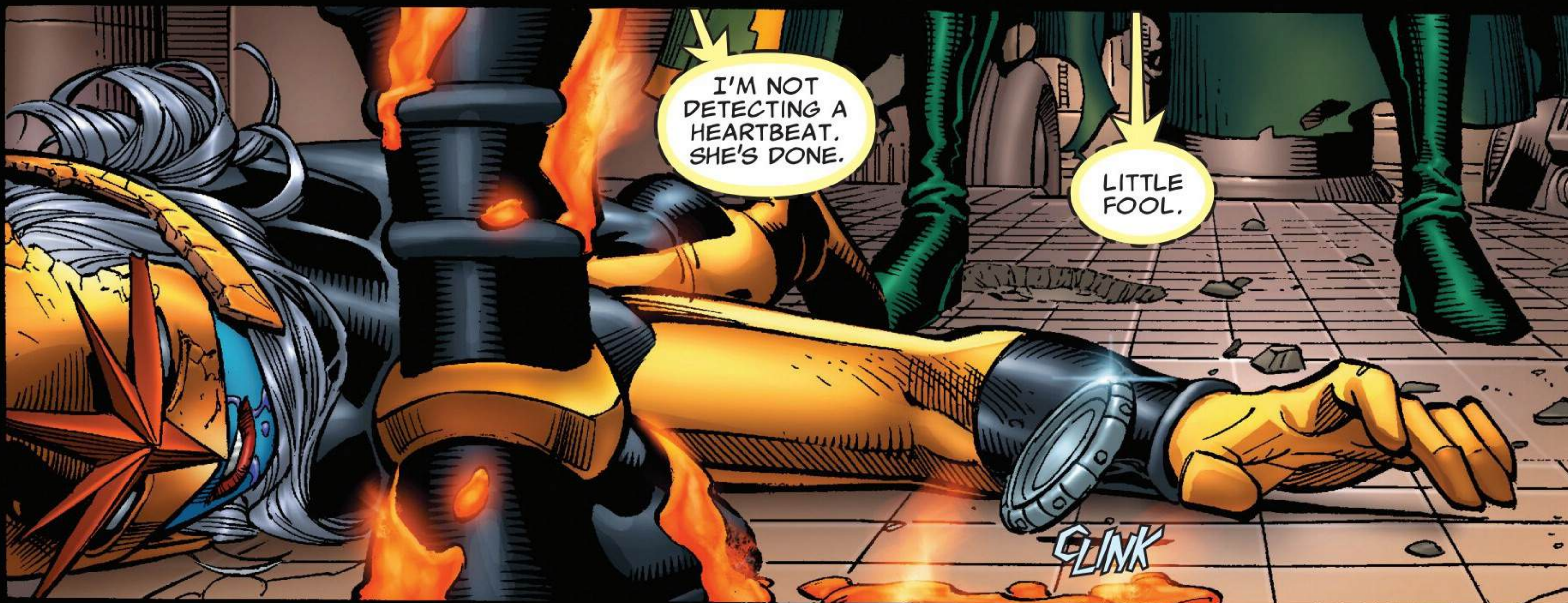


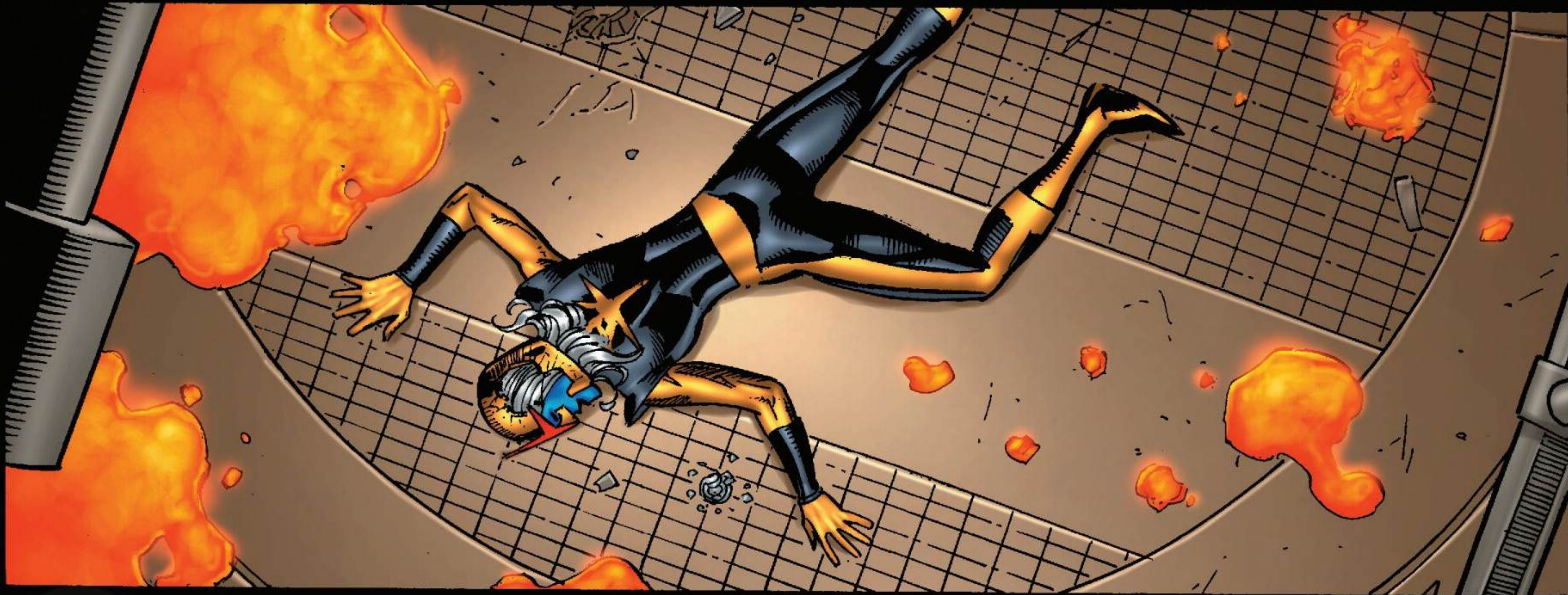
DO IT.
DO IT, KO-REL.
FOR MY SAKE.

GULHH...

FORGIVE
ME, ZAM.
MOMMA'S NOT A
MURDERER.











WHEN RHOMANN DEY MADE
ME A CENTURION, I THOUGHT
IT WAS THE BEST THING THAT
COULD EVER HAPPEN.

THE SUPERHUMAN STRENGTH,
THE SPEED, THE HEIGHTENED
TACTICAL INSIGHT, THE
ACCELERATED REFLEXES,
THE SENSE OF VITALITY...

I FELT AS THOUGH I'D
BEEN REBORN AS A GOD.
ME, AN AVERAGE KID
FROM LONG ISLAND.

IT FELT SO GOOD, SO
AMAZINGLY GOOD, THE
SMILE NEVER ONCE LEFT
MY FACE. I WOULD HAVE
BET MONEY NOTHING WOULD
EVER BE A BIGGER RUSH.

AND I WOULD
HAVE BEEN
WRONG.

OUT

PEOPLE FEAR THE PHALANX. THEY FEAR THE **TRANSMODE VIRUS** THAT TURNS THEM INTO PHALANX. I CAN TOTALLY UNDERSTAND THAT. PEOPLE ARE ALWAYS AFRAID OF **CHANGE**.

THEY NEED TO UNDERSTAND, AS I NOW UNDERSTAND, THAT THE TRANSMODE VIRUS IS A **PRECIOUS GIFT**.

IT IS GENEROUS AND SELFLESS OF THE PHALANX TO WANT TO **SHARE IT** WITH OTHER SPECIES.

THE SENSE OF **CONNECTION** IS HUMBLING. THE **COMMUNITY OF BEING**. MY HEART BEATS IN TIME WITH A **MILLION OTHER LIVES**.

SCREAMING

I UNDERSTAND THE UNIVERSE TO A DEGREE OF DETAIL THAT MAKES EVEN THE ANALYTICAL OVERVIEW OF THE **WORLD MIND** SEEM DULL AND UNENLIGHTENED.

RIGHT HERE, RIGHT NOW, I APPRECIATE THE **CHEMICAL COMPOSITION** OF HALA'S ATMOSPHERE. I KNOW THE NAMES AND HISTORIES OF **EVERYONE** AROUND ME.

I UNDERSTAND, **INTUITIVELY**, THE STRUCTURE AND PURPOSE OF THE **BABEL SPIRE**. I CAN SEE THE **FLOW OF ENERGY**. IT'S PERPETUALLY TRANSMITTING, SEALING THE **KREE EMPIRE** IN A **FORCE SHELL** TO KEEP US **SAFE...**

SCREAMING

...SAFE FROM OTHER RACES THAT WOULD SEEK TO HARM US BECAUSE THEY MISTAKE US FOR A **THREAT**.



AND I AM STILL MYSELF. I'M STILL RICHARD RIDER. I HAVEN'T BECOME SOME SORT OF--



DON'T... YOU'VE GOT TO...
THIS ISN'T YOU.



--MONSTER, AN EVIL NOVA ENSLAVED TO SOME COSMIC MENACE.

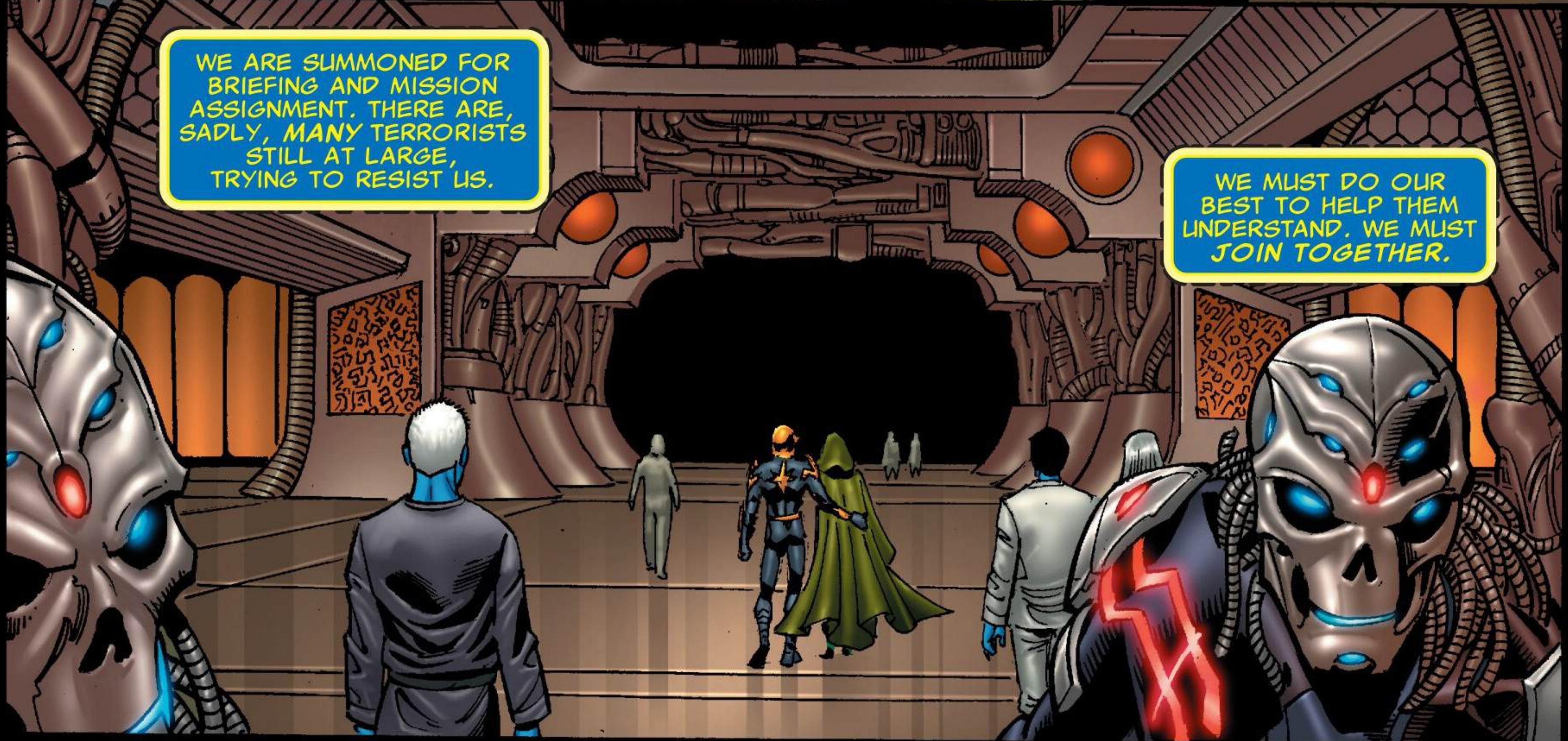
SELECTION ALLOWS MY PERSONALITY TO REMAIN FLUID. THAT IS THE PHALANX'S FINEST GIFT. WE ARE NOT CONSUMED AND REDUCED TO ANONYMITY. WE ARE SIMPLY JOINED IN FREEDOM.

WHY AREN'T YOU SCREAMING?



I'VE MISSED YOU, RICHARD.

IT'S ONLY BEEN FIVE HOURS, GAMORA. I WAS ROUNDING UP TERRORISTS ON HAN-LAR.



WE ARE SUMMONED FOR BRIEFING AND MISSION ASSIGNMENT. THERE ARE, SADLY, MANY TERRORISTS STILL AT LARGE, TRYING TO RESIST US.

WE MUST DO OUR BEST TO HELP THEM UNDERSTAND. WE MUST JOIN TOGETHER.



ANY IDEA
WHAT OUR NEXT
TASKS ARE GOING
TO BE?

NOTHING TOO
TAXING. MORE ENEMIES
OF THE SYSTEM TO BE
LOCATED AND BROUGHT
DOWN.



DON'T...
YOU'VE GOT
TO...

THIS
ISN'T
YOU.



I FEEL SO
SORRY FOR THEM.
THEY JUST DON'T
UNDERSTAND.

WE WILL
MAKE THEM
UNDERSTAND,
RICHARD-
HUMAN.

WHY AREN'T
YOU SCREAMING?



WHAT
DID YOU
SAY?

I SAID,
WE'LL MAKE THEM
UNDERSTAND.

NO, SOMETHING
ABOUT SCREAMING
OR SOMETHING. I
HEARD A VOICE...



OF COURSE
YOU HEARD A
VOICE.

THE VOICE OF THE PHALANX IS ALL
AROUND US, WHISPERING THE ENDLESS
STREAMS OF INFORMATION, ISSUING
INSTRUCTIONS, SHARING IDEAS.

AT FIRST, I THOUGHT IT WAS *ONE* VOICE, AS IF A HIDDEN PERSONALITY LURKED BEHIND THE PHALANX, A *CENTRAL* GUIDING ENTITY.

BUT IT'S NOT. THE VOICE IS JUST ALL OF US, SPEAKING AND LISTENING TOGETHER.

WHY
AREN'T YOU
SCREAMING?

SCREAMING...

WHAT? WHAT
SCREAMING?

DON'T...
YOU'VE GOT
TO...

THIS
ISN'T YOU.

I...I DON'T
KNOW...

RICHARD-
HUMAN, WHAT *IS*
THE MATTER WITH
YOU?

RICHARD?

I KNOW
YOU. WHAT
ARE YOU DOING
HERE?

I KNOW
YOU.

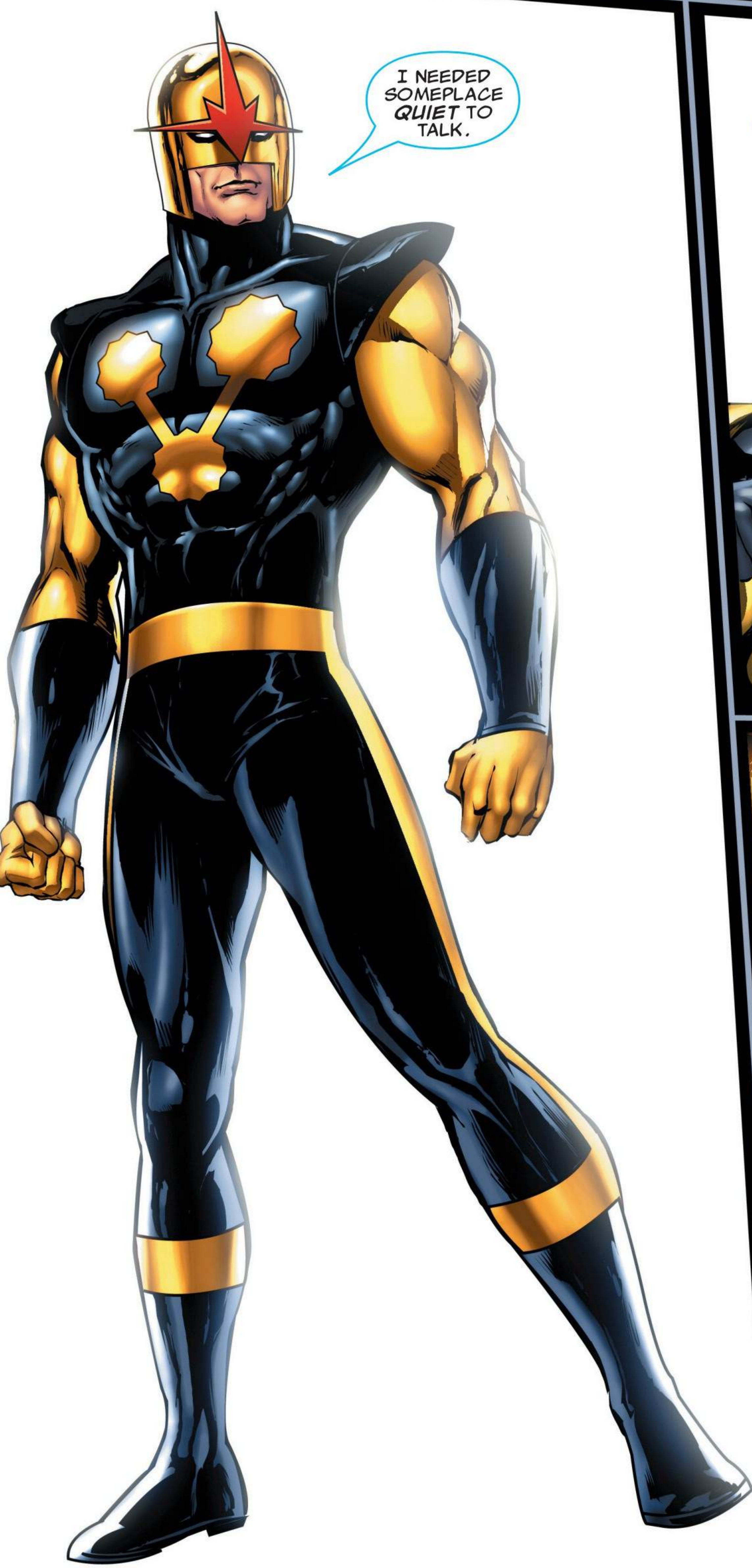


OF COURSE YOU KNOW ME.

WHAT IS THIS? WE WERE ON HALA.



YOU STILL ARE. WE'VE JUST STEPPED INSIDE YOUR HEAD FOR A MOMENT.



I NEEDED SOMEPLACE QUIET TO TALK.



EXPLAIN THIS PATHETIC CHARADE.

MY GOD, YOU EVEN TALK LIKE A CHEAP SUPER-VILLAIN.

WHY AREN'T YOU SCREAMING?



WHAT?



WHY AREN'T YOU SCREAMING?
WHY ARE YOU JUST ACCEPTING WHAT'S HAPPENED TO YOU?

BECAUSE THERE'S NOTHING **WRONG** WITH WHAT'S HAPPENED TO ME. THE VIRUS IS A GIFT, AND THE PHALANX IS--

SPARE ME THE SALES PITCH. MAKES ME **SICK** TO HEAR THAT GARBAGE COMING OUT OF MY OWN MOUTH.

YOU DON'T UNDERSTAND YET. YOU **WILL**, WHEN YOU HAVE JOINED WITH US.

I HAVE ACCEPTED SELECTION. I HAVE EMBRACED THE UNITY OF THE PHALANX. THERE IS NO **REASON** TO FIGHT IT.

YOU KNOW, YOU REALLY SHOULD HAVE A **MOUSTACHE** TO TWIDDLE WHEN YOU SAY *%\$ LIKE THAT.

I'VE GOT NEWS FOR YOU, **RICHE**...

...YOU ARE FIGHTING IT.



WORLD MIND
MANUFACTURED THEM
FROM ITS STORED
RECORDS OF ALL THE
LOST CENTURIONS.

IT'S ALL
SYMBOLIC, TO
BE HONEST. IT'S
YOUR BODY, RICH,
YOUR POWER,
FIGHTING BACK
THE TECHNOPHAGE
VIRUS. IT'S BEEN
GOING ON SINCE
YOU WERE
INFECTED.



KO-REL.



DON'T...
YOU'VE GOT
TO...
THIS
ISN'T YOU.



YEAH,
HER, TOO.
SHE'S GOING
TO BE ON YOUR
CONSCIENCE A LONG
TIME, RICHIE.
SHE'S ALSO
THE ONE WHO MADE
THIS POSSIBLE.

I DON'T UNDERSTAND! WHO ARE YOU?

I'M YOU, IDIOT!

I'M THE TINY FRAGMENT OF YOUR PSYCHE THAT THE WORLD MIND HAS MANAGED TO PROTECT FROM THE TRANSMODE INFECTION!

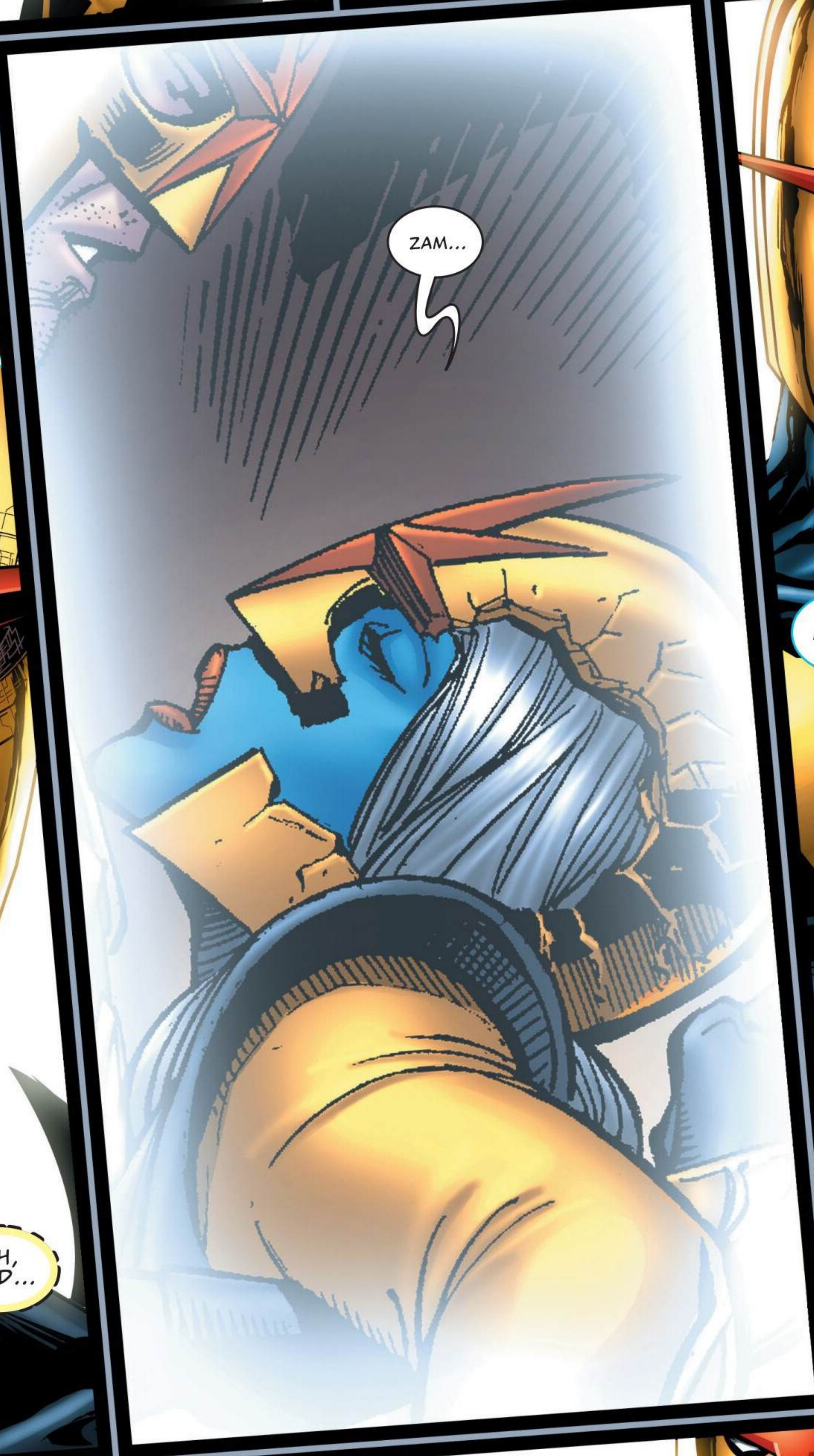
WE'VE BEEN FIGHTING THE VIRUS, TRYING TO HOLD IT BACK. IT WAS ALMOST TOO MUCH FOR THE WORLD MIND.

THEN KO-REL... SHE GAVE HER POWER BACK TO US AS SHE... AS SHE DIED.



IT WASN'T MUCH, BUT IT WAS JUST ENOUGH OF A BOOST TO TURN THE TIDE.

OH, GOD...



ZAM...

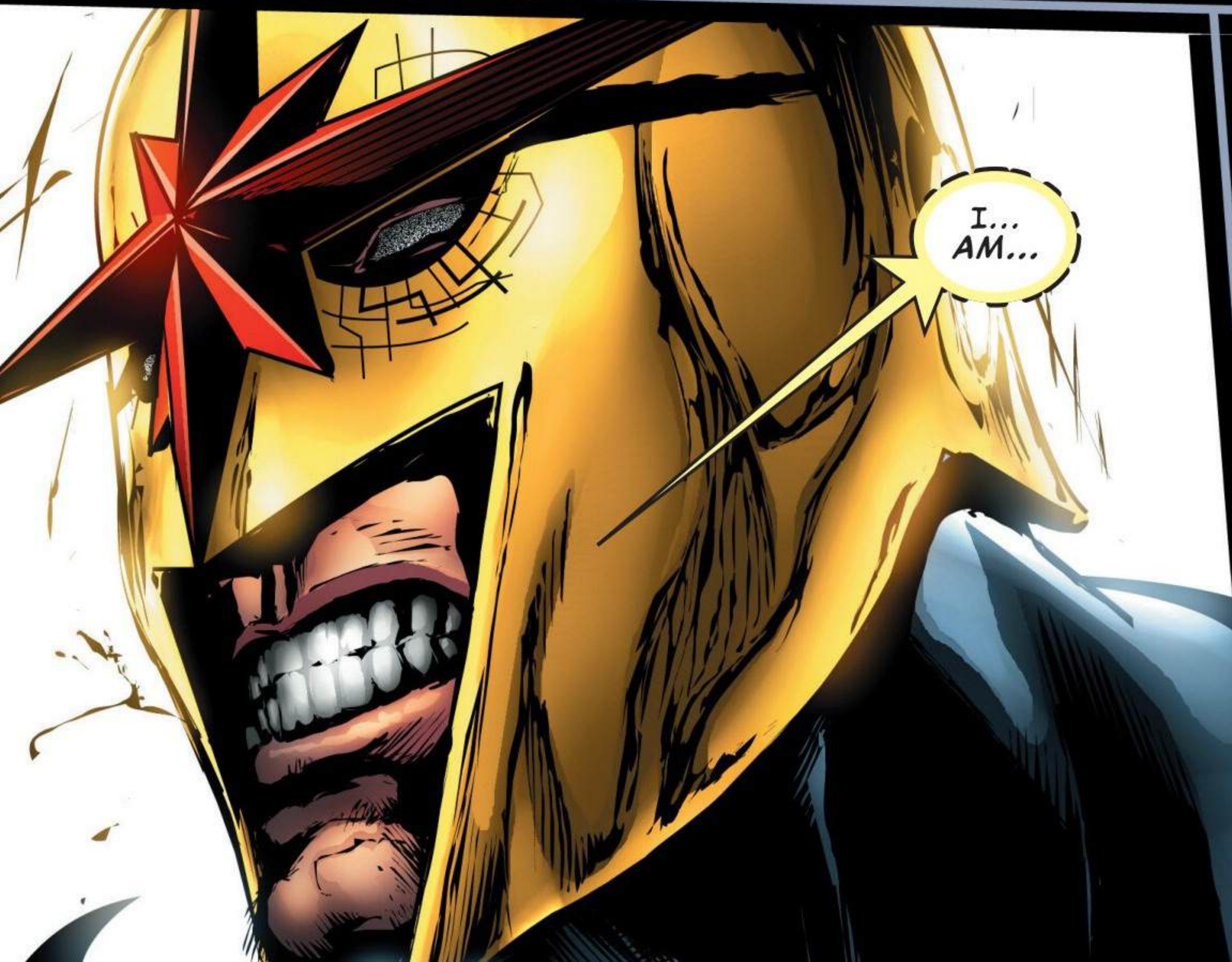
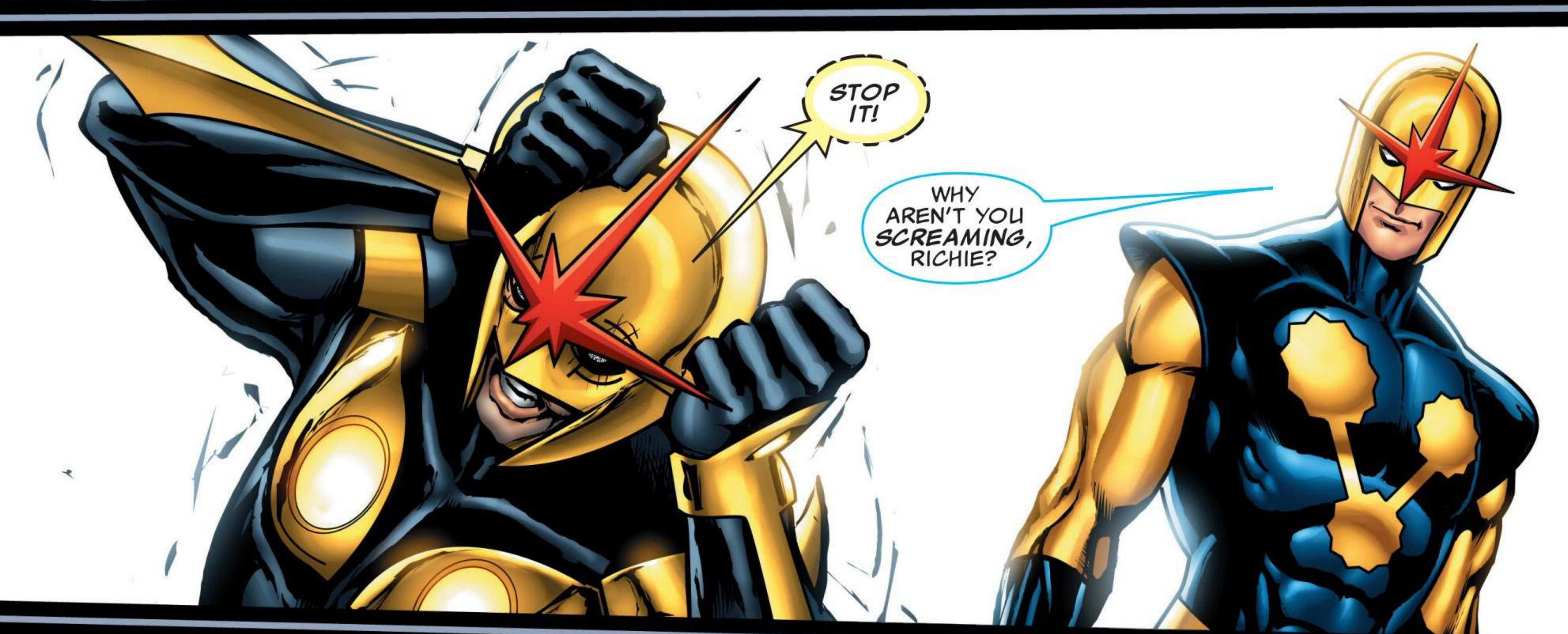


YEAH, YOU REMEMBER, DON'T YOU?

WE CAN'T REMOVE THE TRANSMODE VIRUS FROM YOU, BUT WE CAN GET IT UNDER CONTROL. IN REMISSION, SO TO SPEAK.

WE CAN WEAKEN ITS HOLD ENOUGH FOR YOU TO, YOU KNOW, TAKE CHARGE.





AAAGHH!

GET OUT OF
ME! GET OUT OF
ME, YOU
MONSTERS!

GET
THE HELL OUT
OF ME!



HE'S
ONLY A LITTLE
BOY.
SAVE HIM.
PLEASE. SAVE
MY SON.



WHAT IS
WRONG WITH
SELECT
NOVA?

RICHARD?
RICHARD-HUMAN?
WHAT JUST
HAPPENED?

RICHARD! SAY
SOMETHING!



NO.
NO, THAT'S
SIMPLY NOT
POSSIBLE.



AND
YET...



ALARM! ALARM!
SKRIIII---!

WORLDMIND,
I NEED A ROUTE OUT
OF HERE A.S.A.P.!

WORLDMIND?



IT IS CRITICAL YOU
PAY ATTENTION AT
THIS TIME.



WORLDMIND!
GOD, IT'S GOOD
TO HEAR YOUR VOICE
AGAIN! IS THAT
REALLY YOU?

THIS IS NO
TIME FOR SENTIMENT,
NOVA 1124 9-4 4 396.

YUP,
IT'S YOU.



SECURE THE
SPIRE! DO NOT
ALLOW THE HUMAN
TO ESCAPE!
HE'S...

...HE'S
REJECTED THE
VIRUS. I REPEAT,
HE HAS REJECTED
THE VIRUS.



UNDERSTAND THIS,
RICHARD. WE ARE
STILL INFECTED BY
THE PHALANX
TRANSMODE VIRUS.

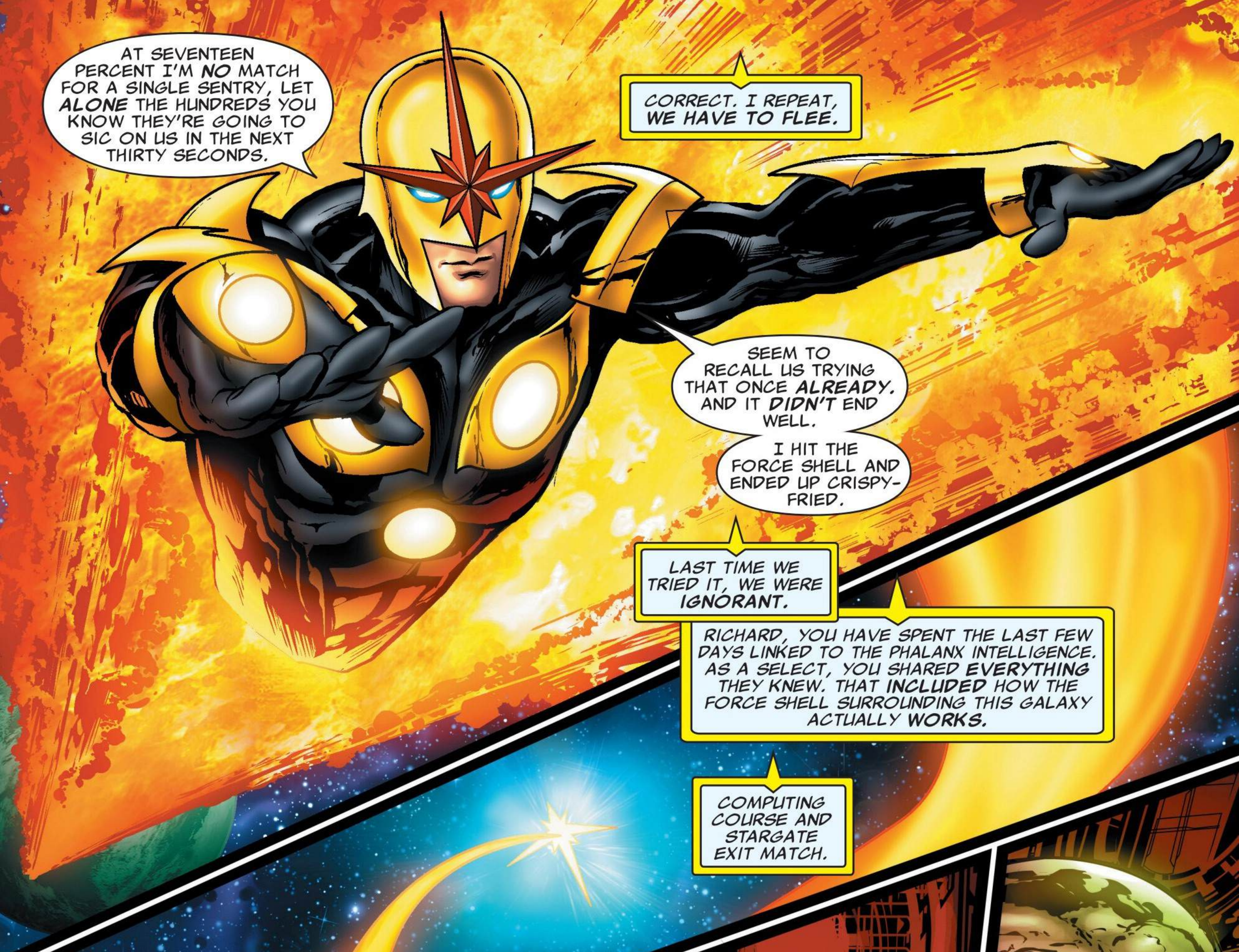
IT IS TAKING ALMOST
EIGHTY-THREE
PERCENT OF THE ENTIRE
NOVA FORCE JUST TO
KEEP IT IN CHECK.

IT IS CONTAINED,
BUT IT WILL TAKE
CONTROL AGAIN
IF WE SLIP EVEN
SLIGHTLY.



YOU'RE
SAYING I'M
WORKING ON A
FRACTION OF MY
USUAL POWER?

BARELY SEVENTEEN
PERCENT. WE HAVE NO
OPTION BUT TO FLEE.



AT SEVENTEEN PERCENT I'M NO MATCH FOR A SINGLE SENTRY, LET ALONE THE HUNDREDS YOU KNOW THEY'RE GOING TO SIC ON US IN THE NEXT THIRTY SECONDS.

CORRECT. I REPEAT, WE HAVE TO FLEE.

SEEM TO RECALL US TRYING THAT ONCE ALREADY. AND IT *DIDN'T* END WELL.

I HIT THE FORCE SHELL AND ENDED UP CRISPY-FRIED.

LAST TIME WE TRIED IT, WE WERE IGNORANT.

RICHARD, YOU HAVE SPENT THE LAST FEW DAYS LINKED TO THE PHALANX INTELLIGENCE. AS A SELECT, YOU SHARED EVERYTHING THEY KNEW. THAT INCLUDED HOW THE FORCE SHELL SURROUNDING THIS GALAXY ACTUALLY WORKS.

COMPUTING COURSE AND STARGATE EXIT MATCH.



SELECT NOVA HAS JUST STARGATED FROM HIGH ORBIT. WE WERE NOT ABLE TO DEPLOY THE SEERS FAST ENOUGH TO STOP HIM.

THAT MAKES YOU IDIOTS. SURRENDER YOURSELVES FOR REPROCESSING.

YES, SELECT GAMORA.

WAIT... BEFORE THAT, TRACK HIS COURSE.

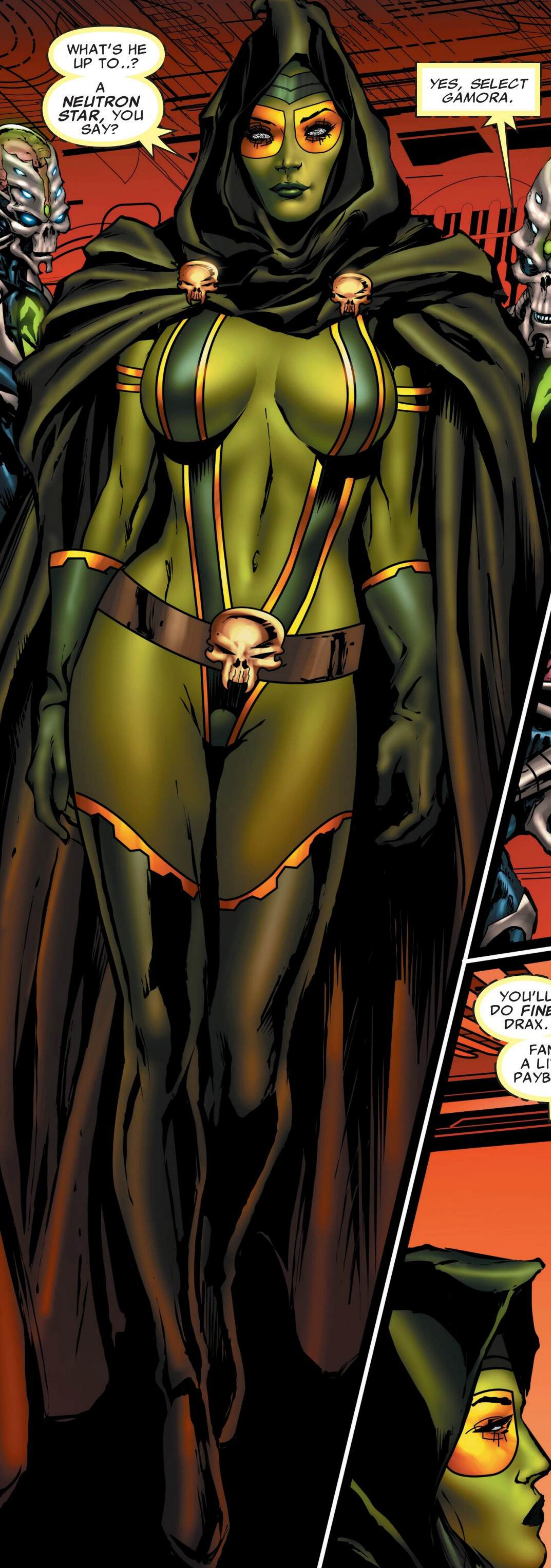
HE CAN'T GET OUT OF KREE SPACE. THERE'S NOWHERE TO RUN TO.

HE KNOWS THAT.



TRACK ESTABLISHED. SELECT NOVA IS EN ROUTE FOR THE NEUTRON STAR AT BAK-LAR 4 77.

IT IS A FRINGE SYSTEM, CLOSE TO THE BARRIER.



WHAT'S HE
UP TO...?
A
NEUTRON
STAR, YOU
SAY?

YES, SELECT
GAMORA.



SURELY
HE WOULDN'T
TRY...?
PREPARE A
TELEPORT CHAIN. I
NEED TO BE THERE
TO MEET HIM.
AND GET
ME SOME
SUPPORT.

WILL
I DO?



I HEARD
RIDER FLEW
THE COOP.
I WANT
HIM.
I WANT HIM
BAD.



YOU'LL
DO FINE,
DRAX.
FANCY
A LITTLE
PAYBACK?
RIDER DID
THIS TO ME. I WAS
FREE AND HE MADE
ME PHALANX.
I REJOICE
AT MY NEW LIFE,
BUT I STILL HATE
HIM FOR IT.

WE'LL
KILL THE LITTLE
HUMAN FARK
TOGETHER.

BAK-LAR 477.
A NEUTRON STAR,
RICHARD.

I'M
VERY HAPPY
FOR IT.

A NEUTRON STAR IS THE
COLLAPSED REMNANT OF A
MASSIVE STAR, TYPICALLY
TYPE II OR TYPE IB.

IT IS COMPACT
AND DENSE, WITH AN
ESCAPE VELOCITY
OF AROUND 50 PSL.

MEANING?

MATTER REACHING ITS
SURFACE WOULD STRIKE AT
150,000 KM/S AND
BE CRUSHED UNDER ITS OWN
WEIGHT INTO A PUDDLE LESS
THAN AN ATOM THICK.

NASTY!

ONE THIMBLEFUL OF ITS MATTER
WOULD WEIGH ONE HUNDRED METRIC
TONS. RICHARD, IT IS A
GRAVIMETRIC ANOMALY.



AND MY
POWER IS
GRAVIMETRIC-
BASED.
OKAY.

SO
WHAT?

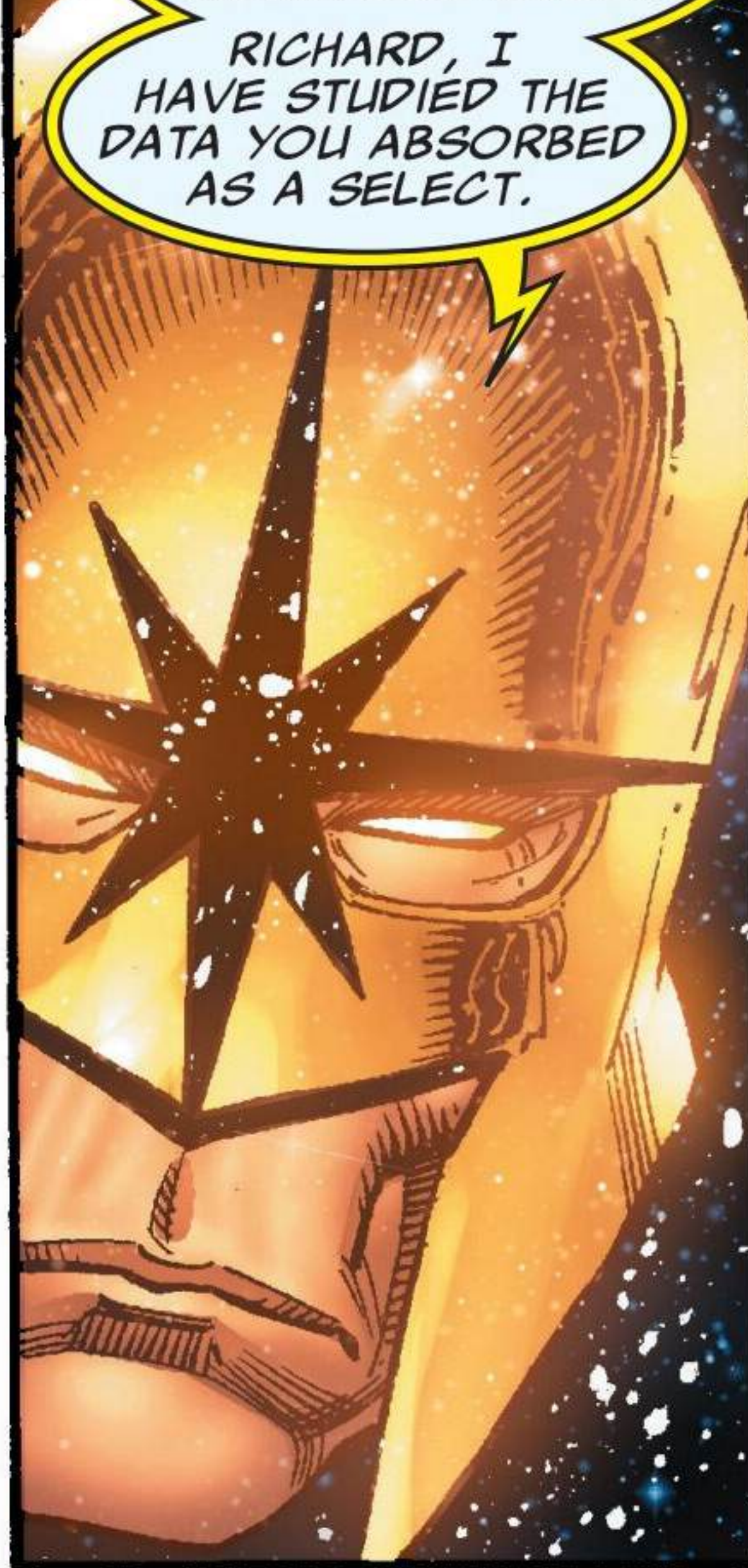
SO YOU CAN MANIPULATE
ITS GRAVITY. RICHARD,
YOU NEED TO FOCUS YOUR
POWER RESERVES AND
FLY INTO IT.



WHOA! FLY
INTO IT? WHAT ABOUT
THE WHOLE "CRUSHED
UNDER ITS OWN WEIGHT"
THING I *DISTINCTLY*
REMEMBER YOU SAYING?

IF I CALCULATE YOUR
VELOCITY ACCURATELY,
YOU WILL BEND THE
STAR'S ABNORMAL
GRAVITY AND CAUSE A
WORMHOLE EVENT.

RICHARD, I
HAVE STUDIED THE
DATA YOU ABSORBED
AS A SELECT.



A HYPER-GRAVIMETRIC
WORMHOLE IS THE
ONLY WAY WE CAN
REACH THE UNIVERSE
OUTSIDE.

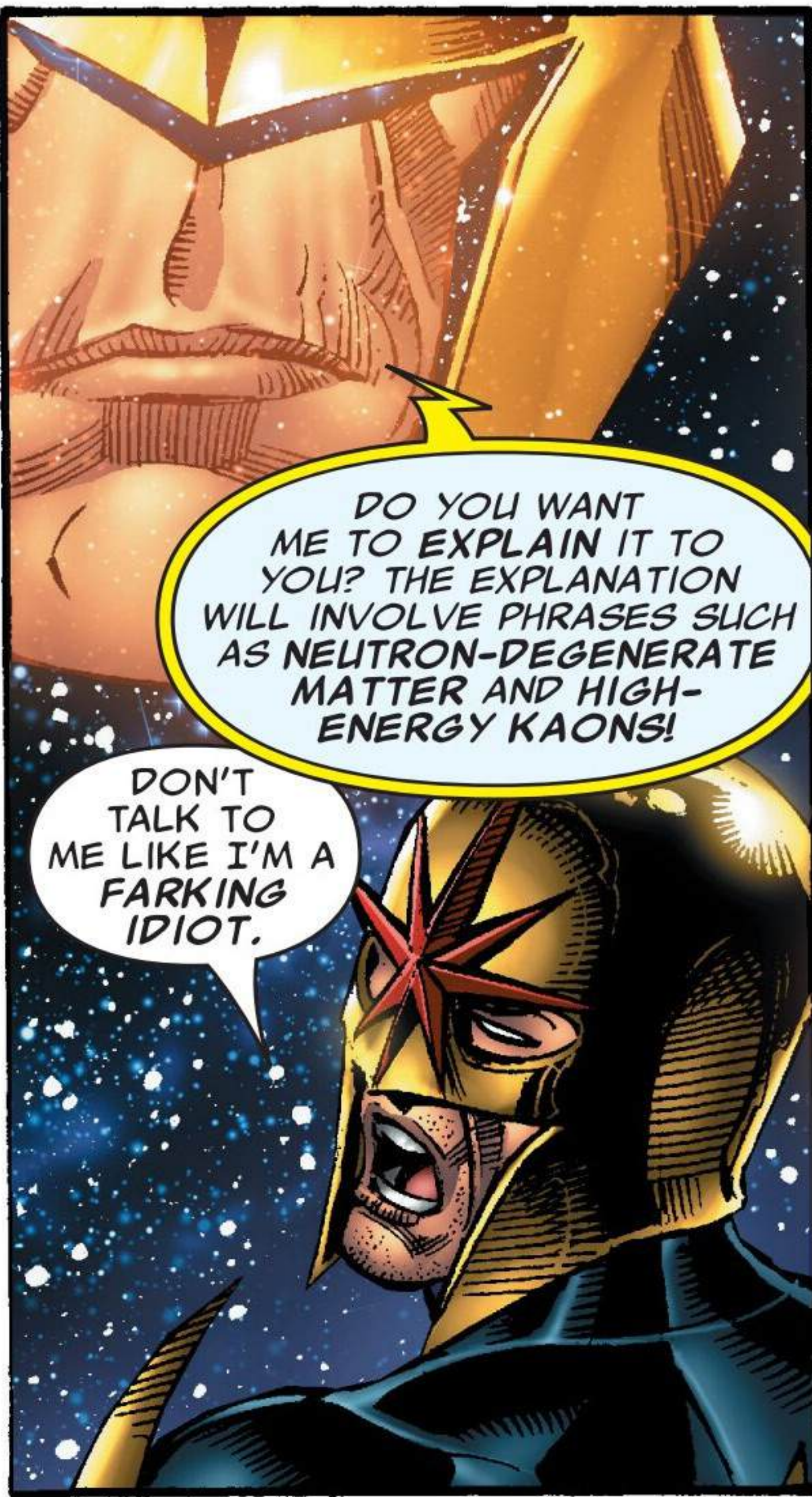
YEAH,
BUT--





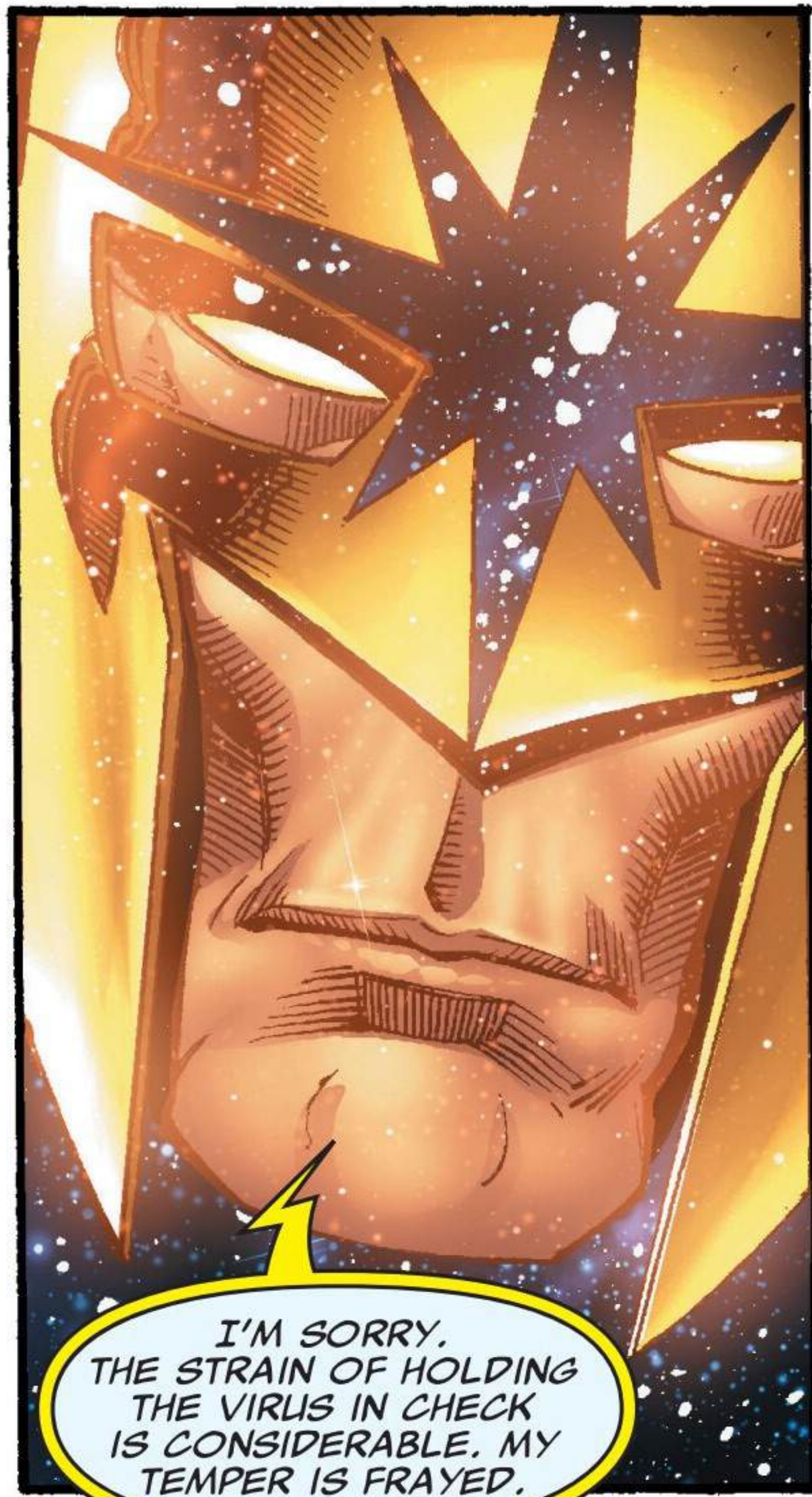
WHO ALWAYS
GIVES YOU PROPER
ADVICE?

YOU DO,
BUT--



DO YOU WANT
ME TO EXPLAIN IT TO
YOU? THE EXPLANATION
WILL INVOLVE PHRASES SUCH
AS NEUTRON-DEGENERATE
MATTER AND HIGH-
ENERGY KAONS!

DON'T
TALK TO
ME LIKE I'M A
FARKING
IDIOT.



I'M SORRY.
THE STRAIN OF HOLDING
THE VIRUS IN CHECK
IS CONSIDERABLE. MY
TEMPER IS FRAYED.

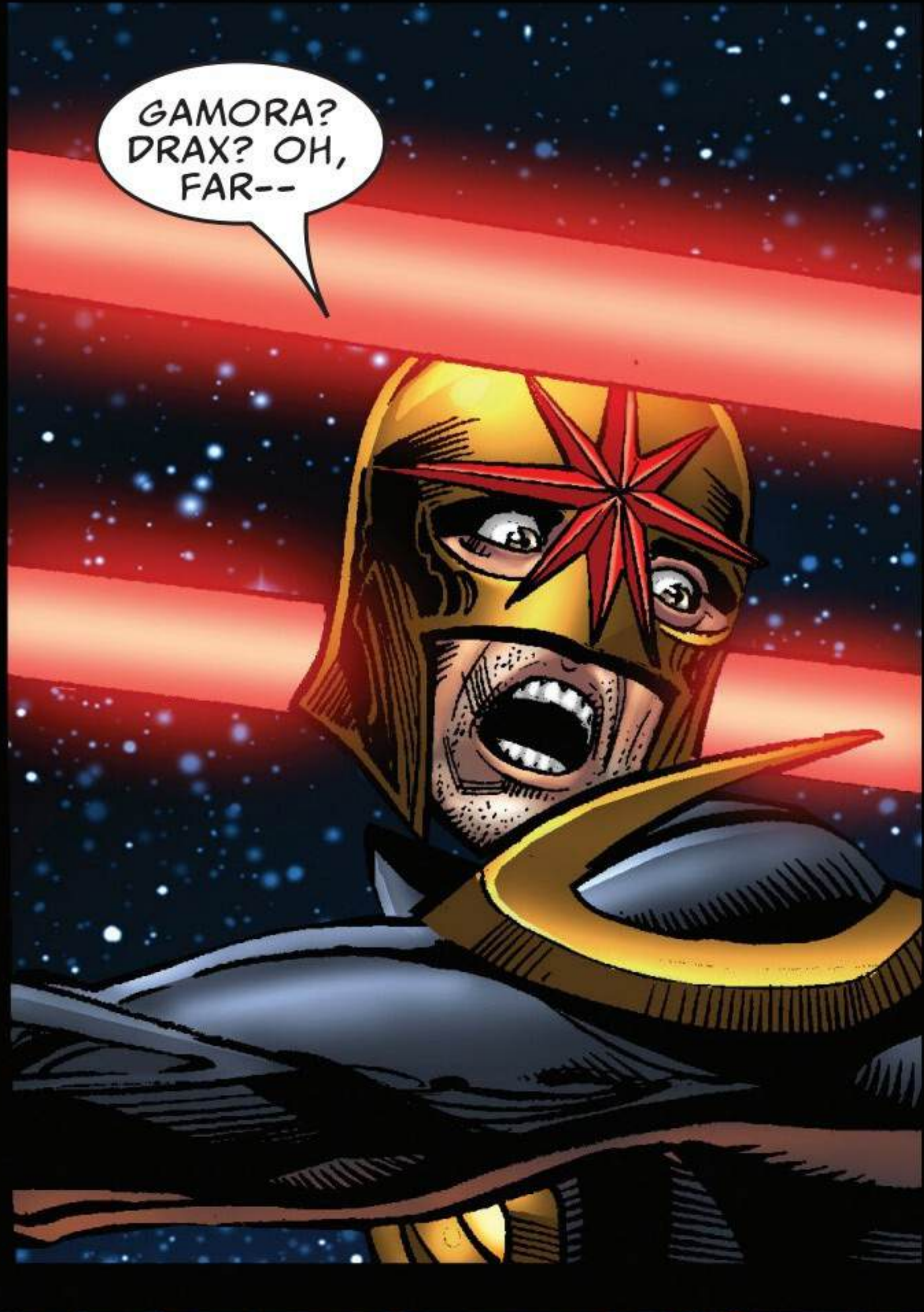
LET ME
FRAME IT ANOTHER
WAY...

WE ARE
OUT OF OTHER
OPTIONS!

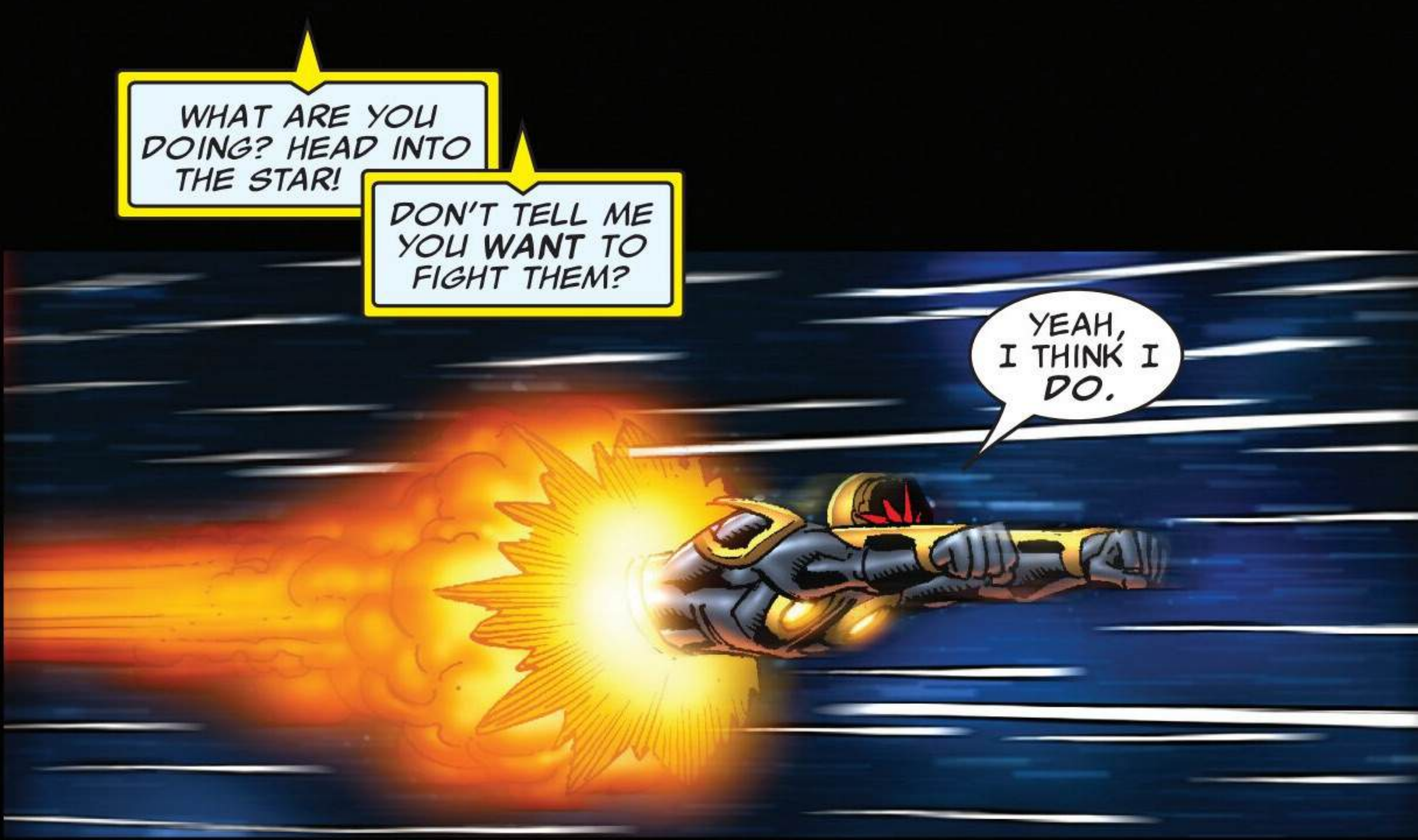


HE'S
LOCKED.

TAKE HIM
DOWN!



GAMORA?
DRAX? OH,
FAR--



WHAT ARE YOU
DOING? HEAD INTO
THE STAR!

DON'T TELL ME
YOU WANT TO
FIGHT THEM?

YEAH,
I THINK I
DO.



AGH!



NUGHHH!

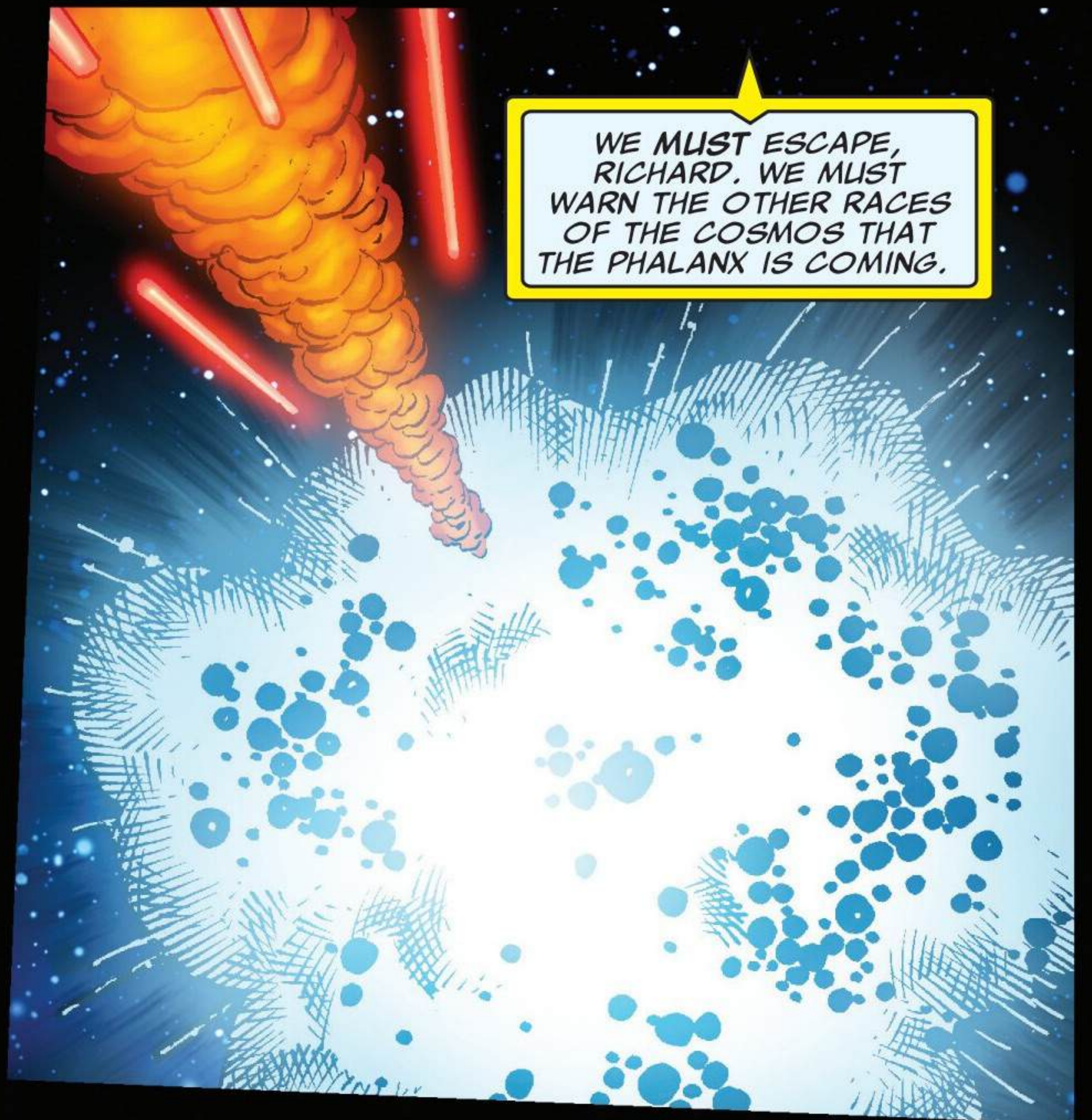
THEN YOU WILL
DIE...QUICKLY,
AND FOR
NOTHING.



OKAY,
OKAY!

WORLDMIND!
I'M TRUSTING
YOU!

CALIBRATING
TRAJECTORY. ENTERING
THE STAR'S GRAVITY
WELL. ACCELERATING...



WE MUST ESCAPE,
RICHARD. WE MUST
WARN THE OTHER RACES
OF THE COSMOS THAT
THE PHALANX IS COMING.



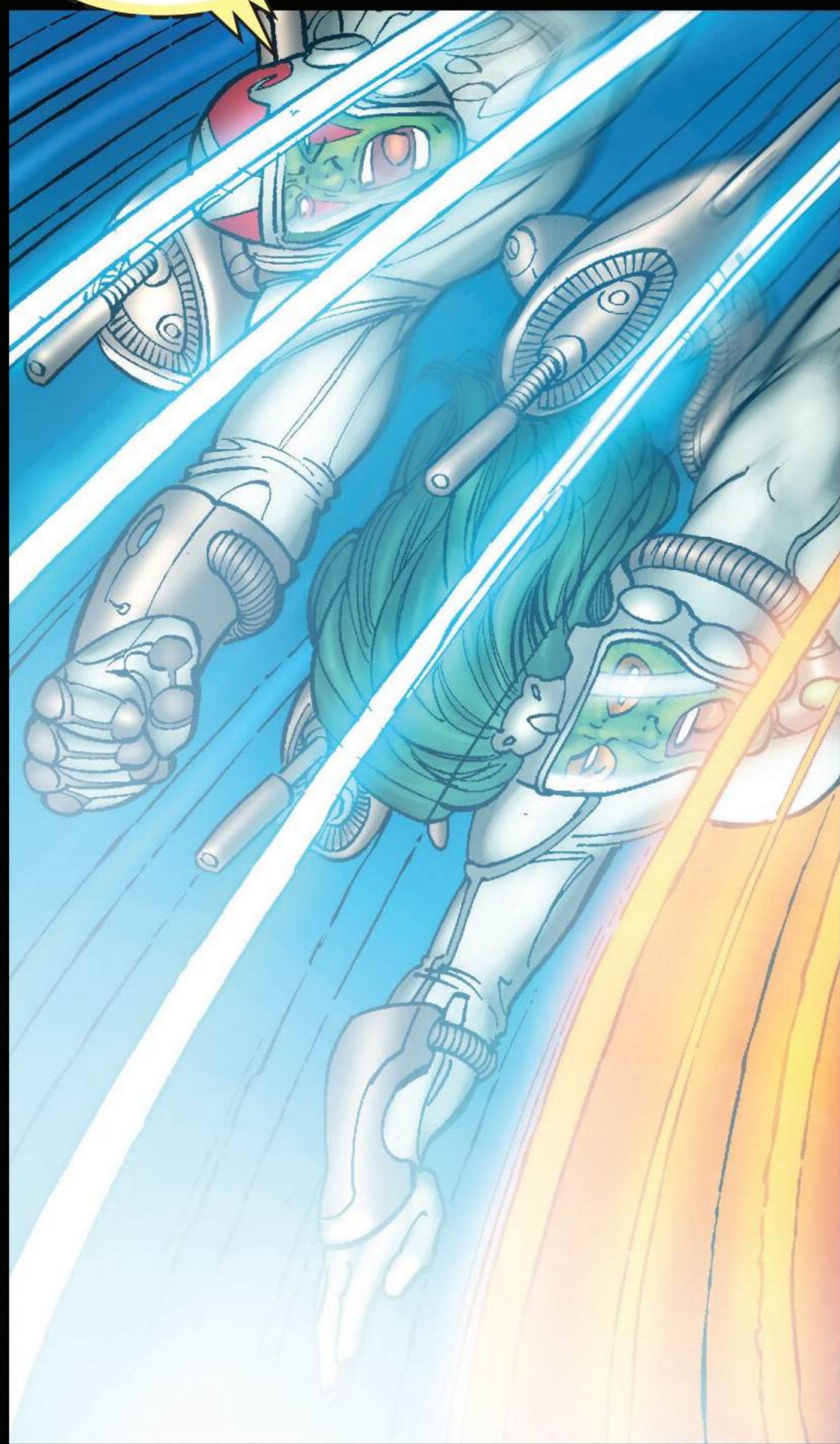
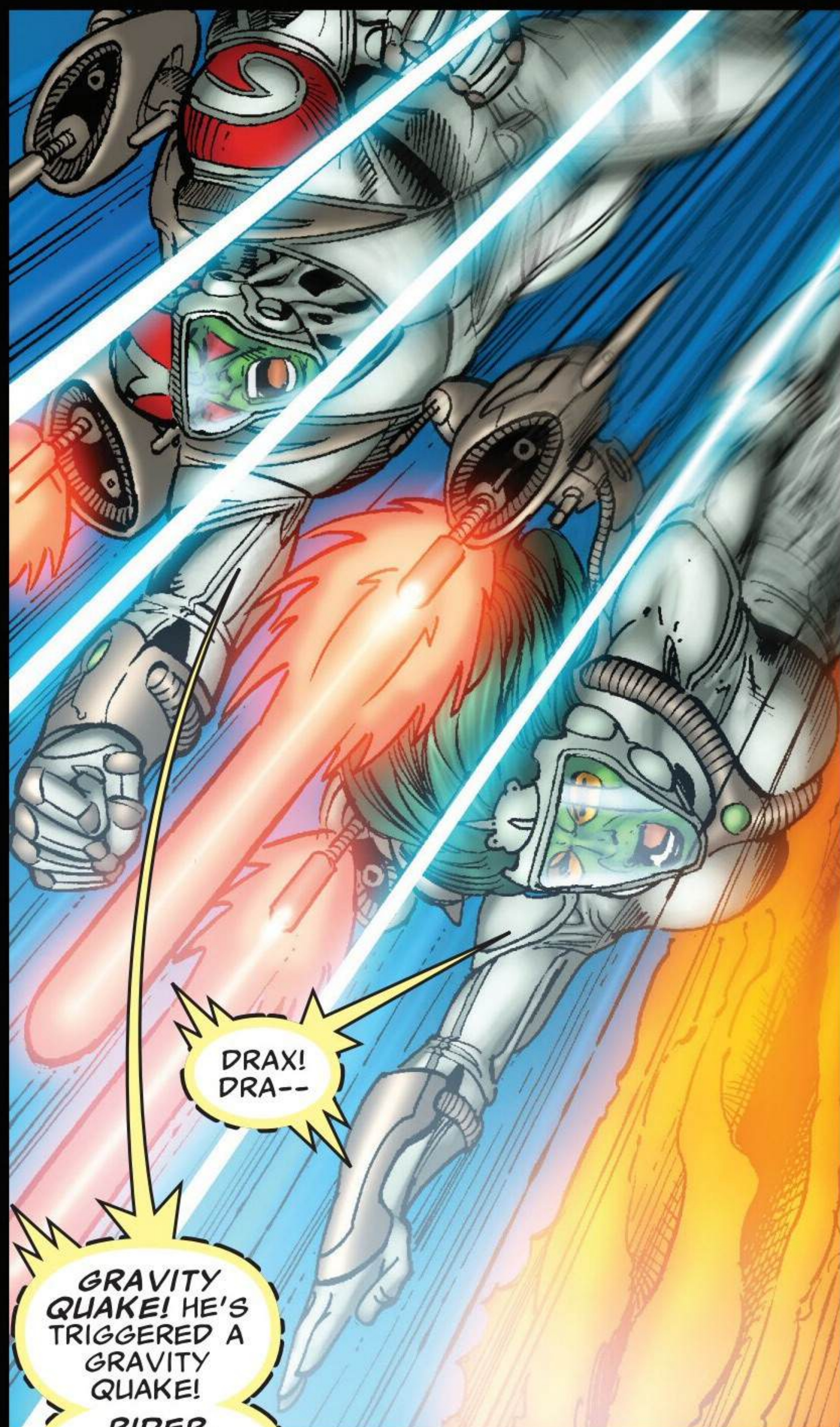
THIS IS *INSANE*!
I CAN ACTUALLY FEEL
MYSELF COMPRESSING!
NHH!

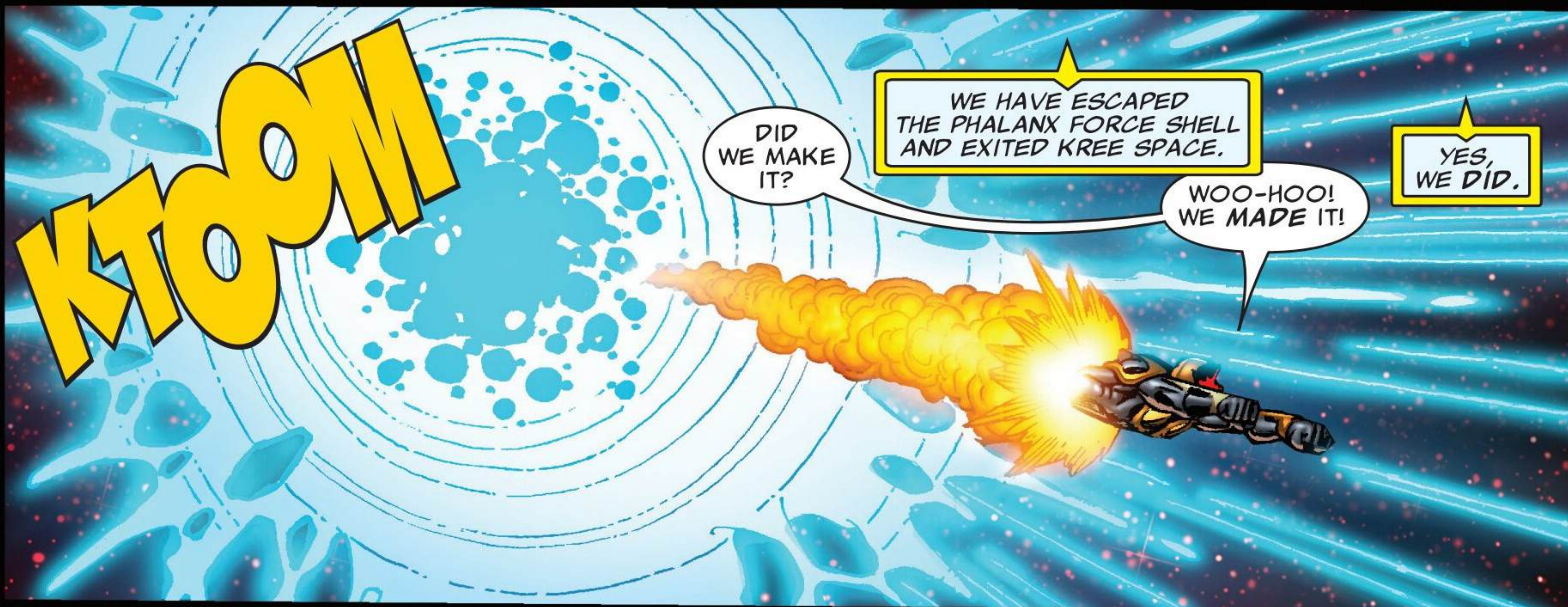
WORLDMIND!

HOLD YOUR
COURSE. THE PAIN
WILL BE BRIEF.

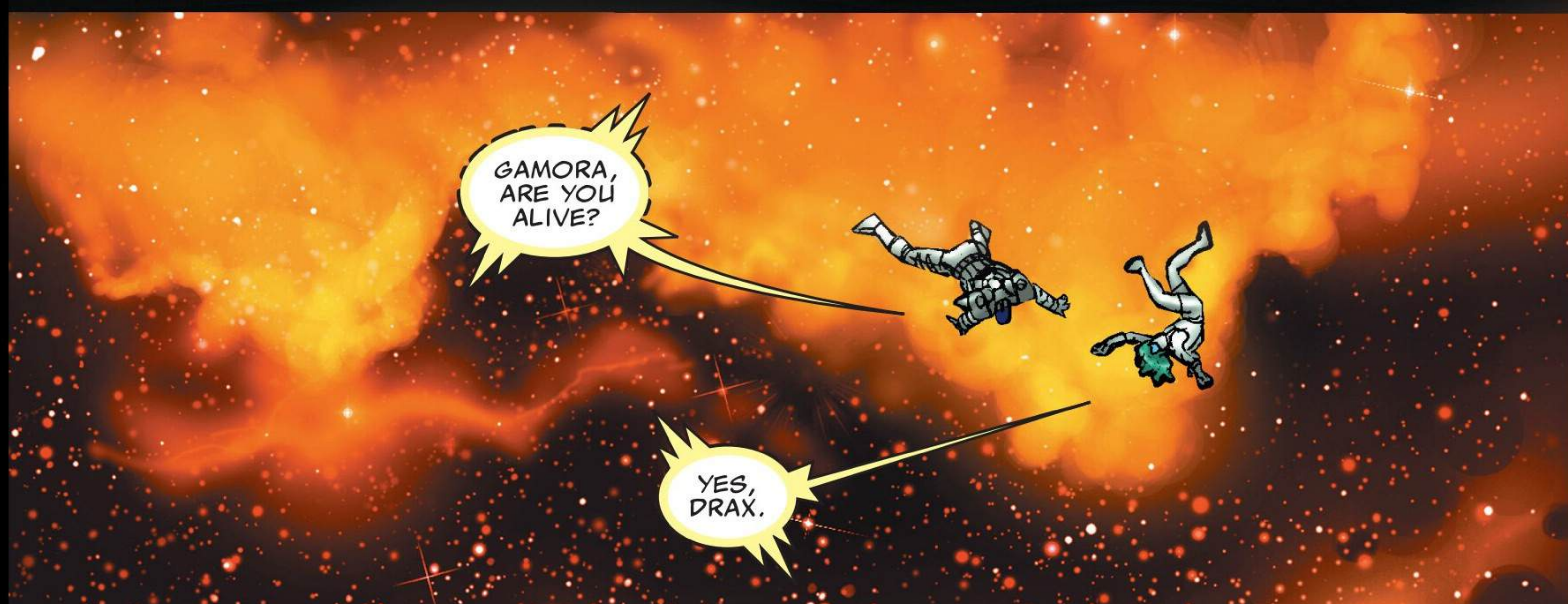


PAIN?
YOU DIDN'T
SAY ANYTHING
ABOUT ANY
P--



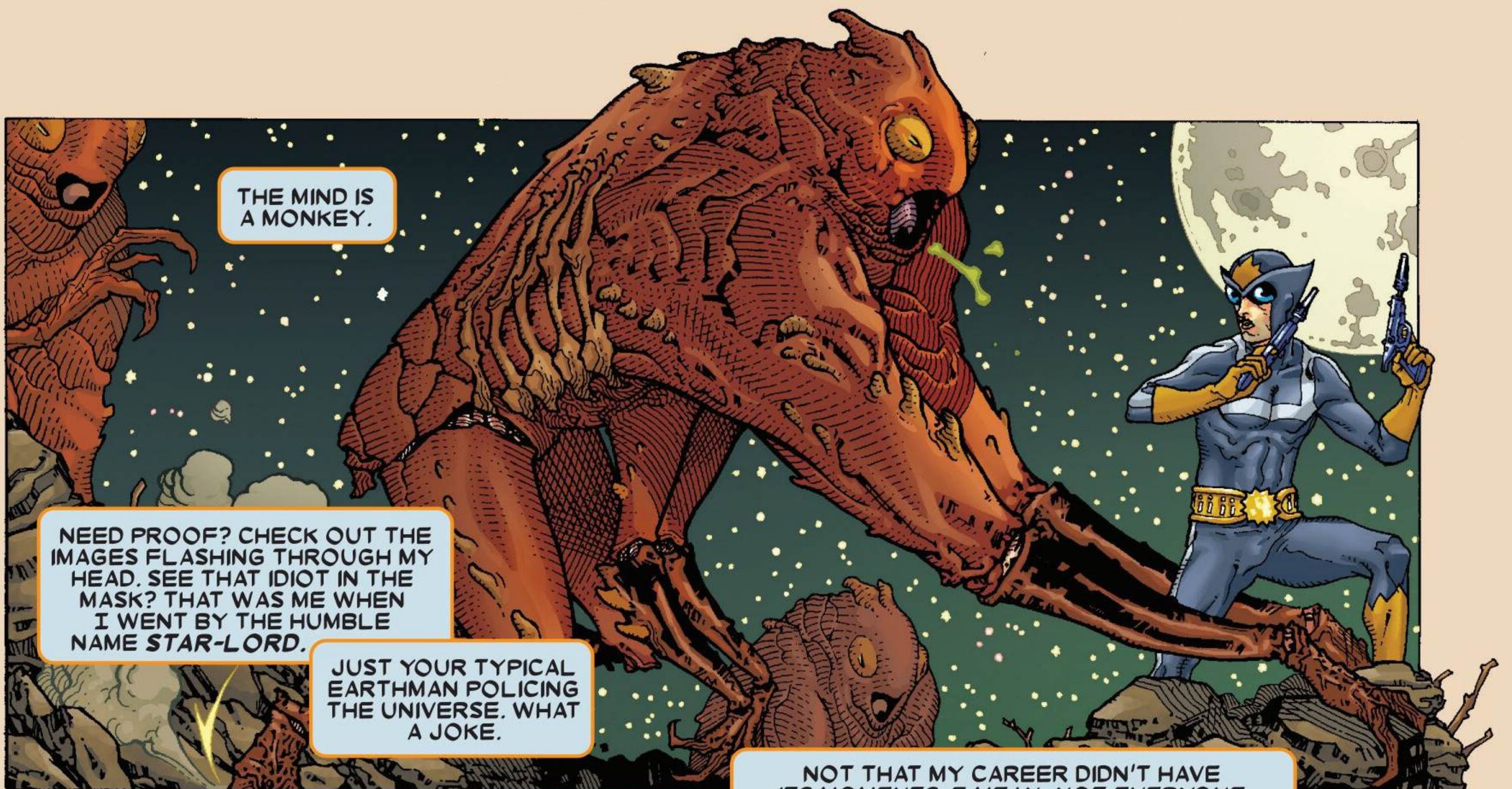


EPILOGUE: TWO LIGHT-YEARS AWAY...



ANNIHILATION: CONQUEST — STAR-LORD #1





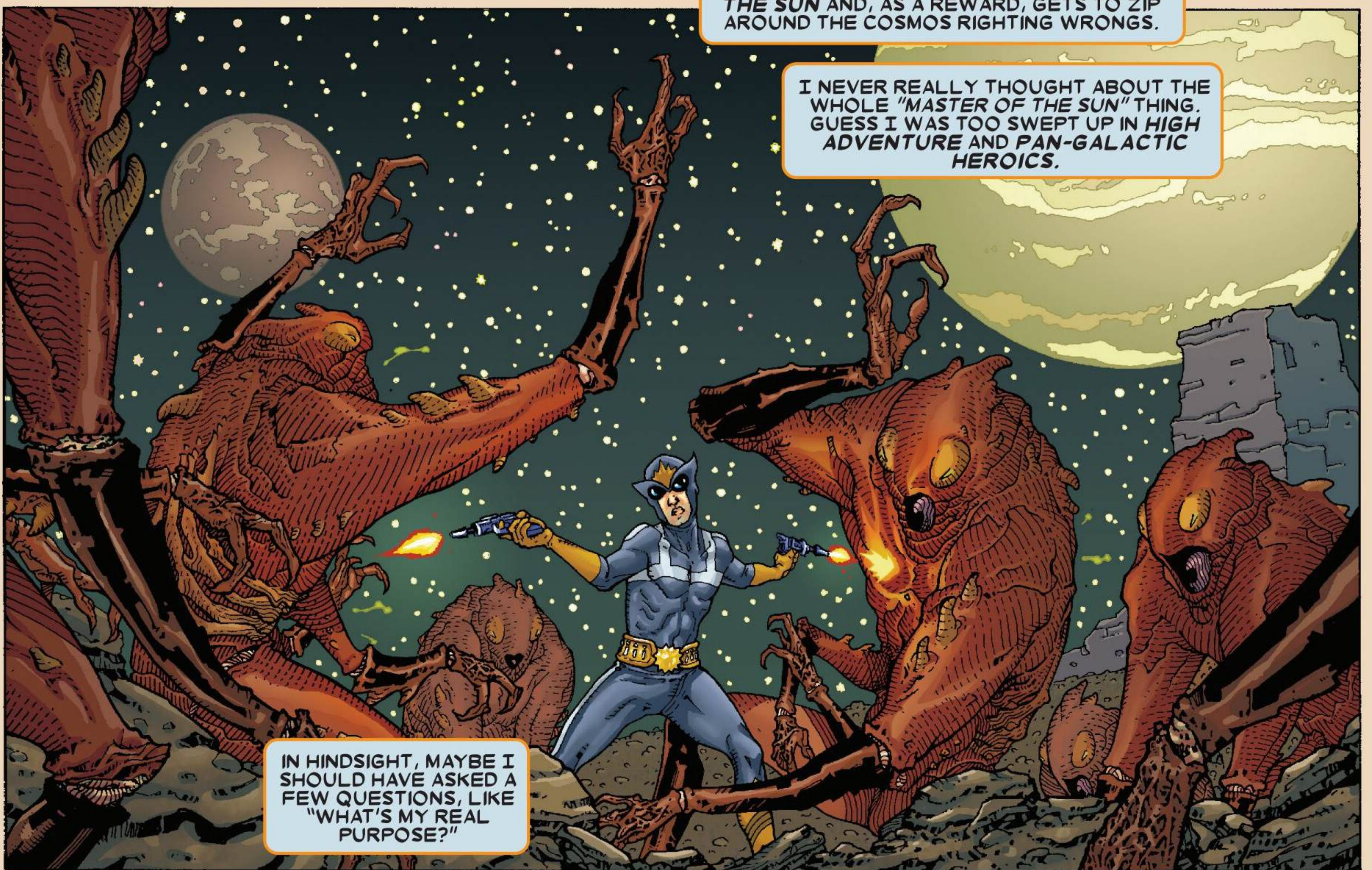
THE MIND IS
A MONKEY.

NEED PROOF? CHECK OUT THE
IMAGES FLASHING THROUGH MY
HEAD. SEE THAT IDIOT IN THE
MASK? THAT WAS ME WHEN
I WENT BY THE HUMBLE
NAME *STAR-LORD*.

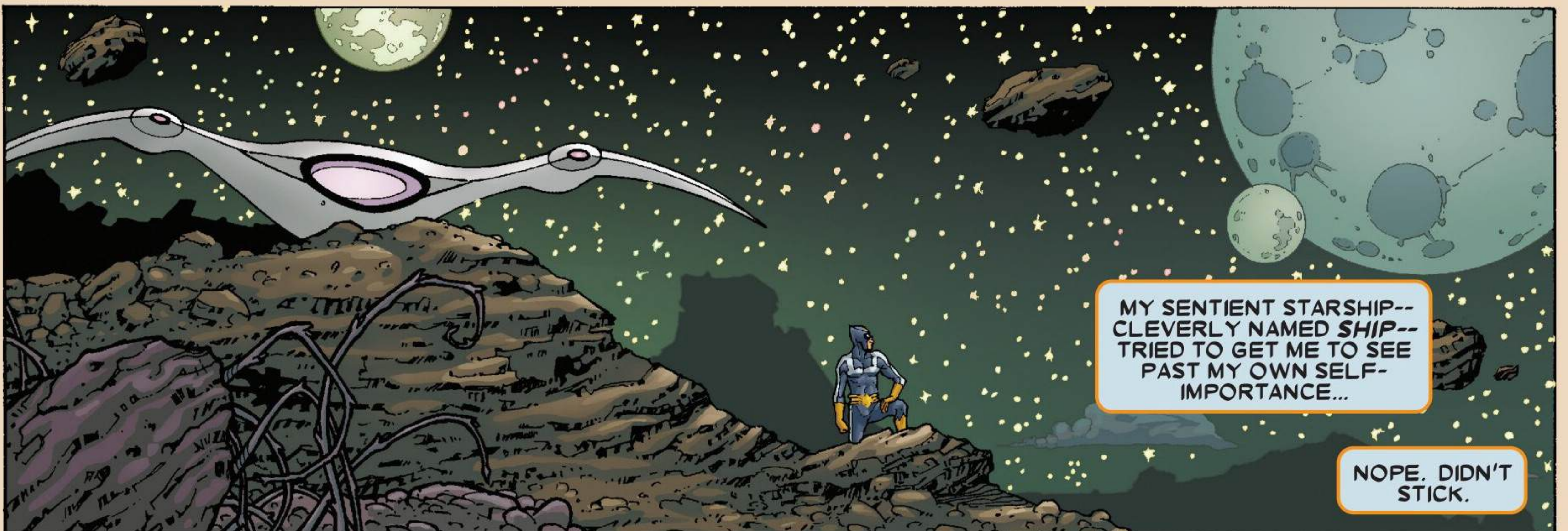
JUST YOUR TYPICAL
EARTHMAN POLICING
THE UNIVERSE. WHAT
A JOKE.

NOT THAT MY CAREER DIDN'T HAVE
ITS MOMENTS. I MEAN, NOT EVERYONE
CONFESSES THEIR SINS TO THE *MASTER OF
THE SUN* AND, AS A REWARD, GETS TO ZIP
AROUND THE COSMOS RIGHTING WRONGS.

I NEVER REALLY THOUGHT ABOUT THE
WHOLE "*MASTER OF THE SUN*" THING.
GUESS I WAS TOO SWEEPED UP IN *HIGH
ADVENTURE* AND *PAN-GALACTIC
HEROICS*.



IN HINDSIGHT, MAYBE I
SHOULD HAVE ASKED A
FEW QUESTIONS, LIKE
"WHAT'S MY REAL
PURPOSE?"



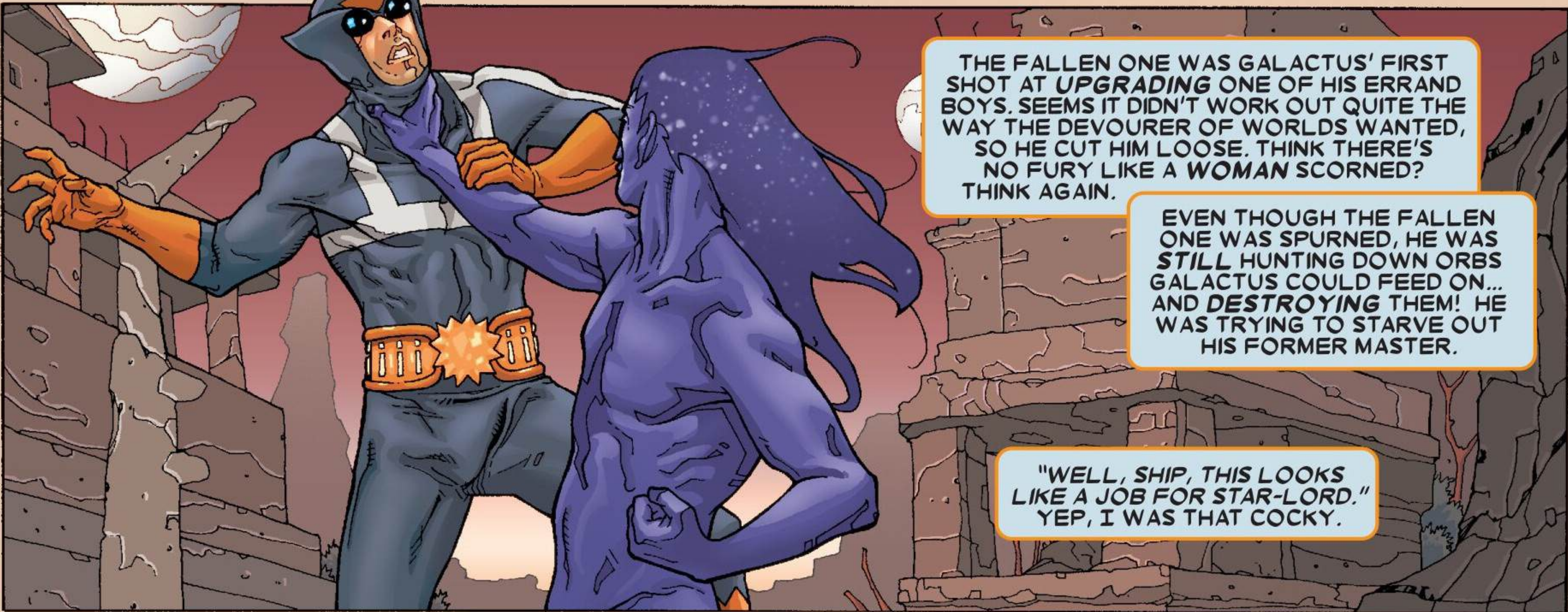
MY SENTIENT STARSHIP--
CLEVERLY NAMED *SHIP*--
TRIED TO GET ME TO SEE
PAST MY OWN SELF-
IMPORTANCE...

NOPE. DIDN'T
STICK.



SHIP REDEFINED STATE-OF-THE-ART. FRIEND, CONFIDANT, TEACHER AND NAGGING WIFE, ALL ROLLED UP IN ONE SLEEK SPACE CRUISER.

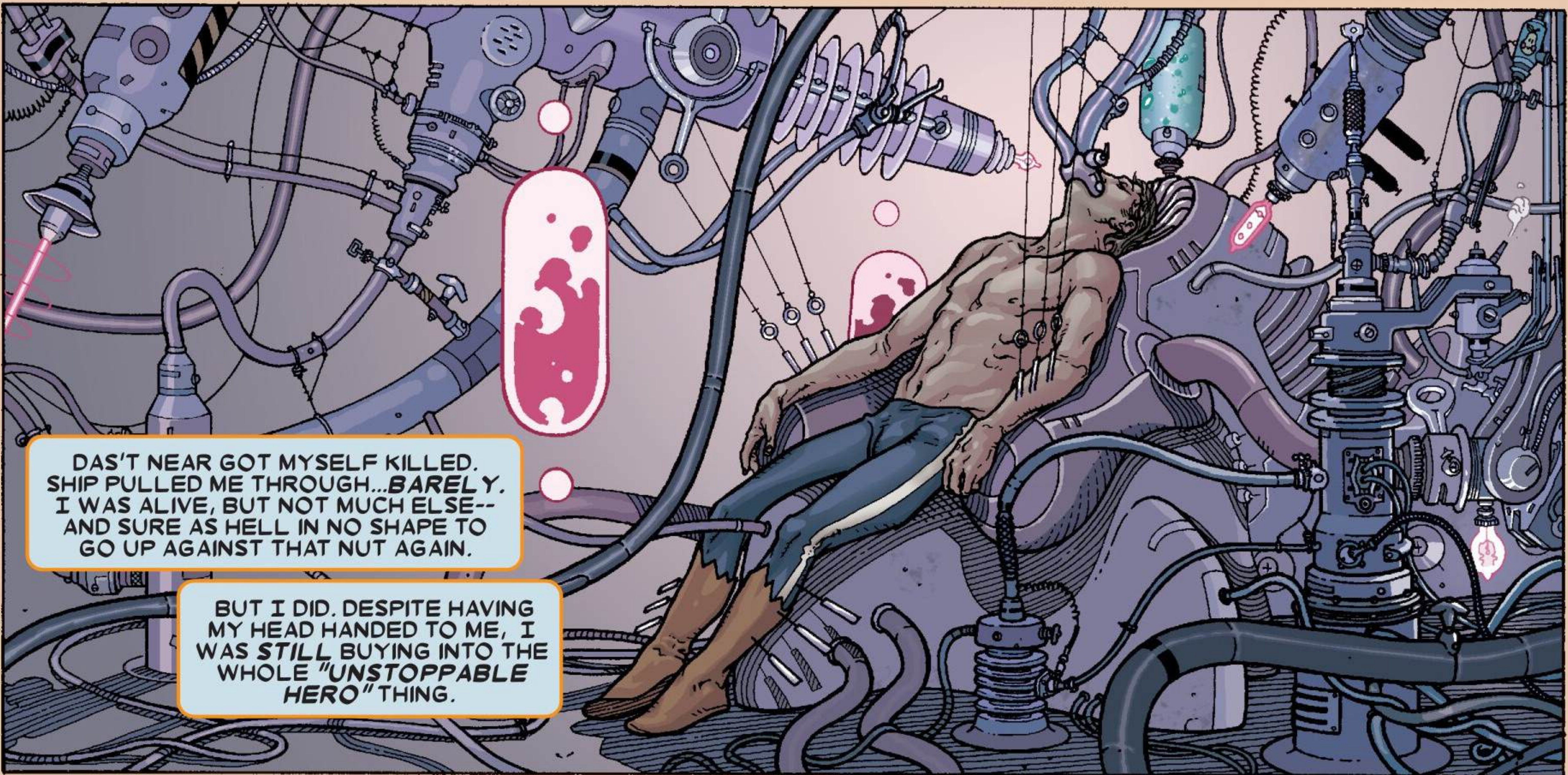
IT WAS SHIP WHO STUMBLED UPON THE OUT-OF-CONTROL **FALLEN ONE**, A FORMER HERALD OF GALACTUS, THE COSMIC WHACK-JOB THAT EATS PLANETS.



THE **FALLEN ONE** WAS GALACTUS' FIRST SHOT AT **UPGRADING** ONE OF HIS ERRAND BOYS. SEEMS IT DIDN'T WORK OUT QUITE THE WAY THE DEVOURER OF WORLDS WANTED, SO HE CUT HIM LOOSE. THINK THERE'S NO FURY LIKE A WOMAN SCORNFUL? THINK AGAIN.

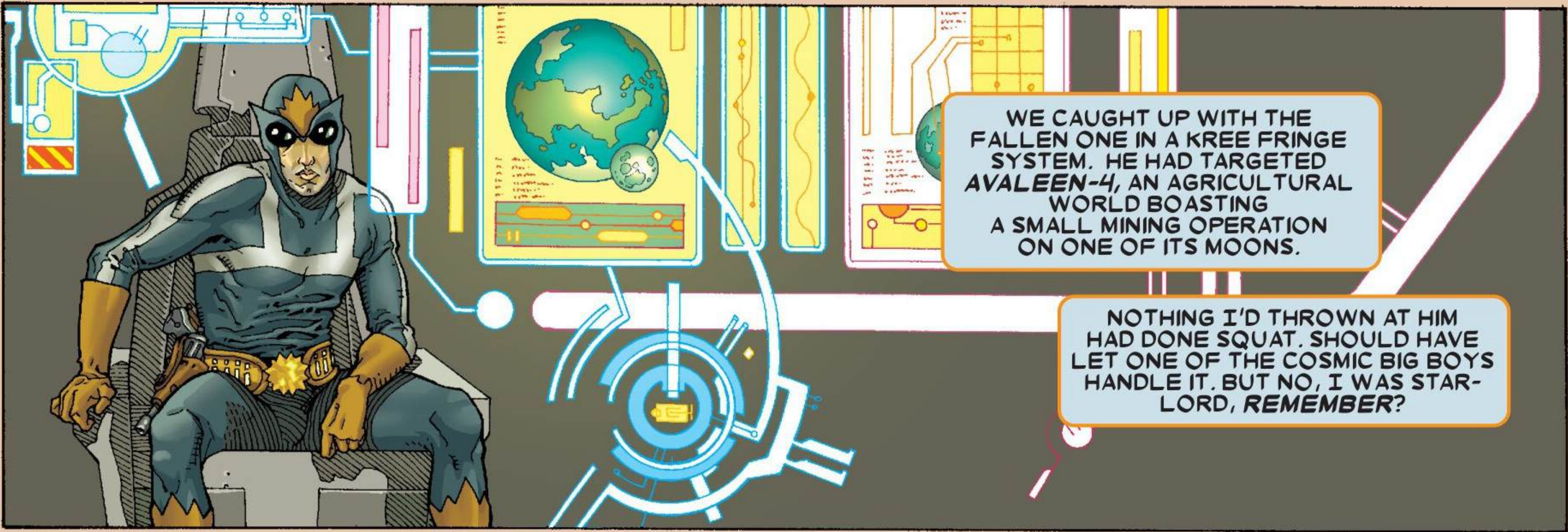
EVEN THOUGH THE **FALLEN ONE** WAS SPURNED, HE WAS **STILL** HUNTING DOWN ORBS GALACTUS COULD FEED ON... AND **DESTROYING** THEM! HE WAS TRYING TO STARVE OUT HIS FORMER MASTER.

"WELL, SHIP, THIS LOOKS LIKE A JOB FOR **STAR-LORD**." YEP, I WAS THAT COCKY.



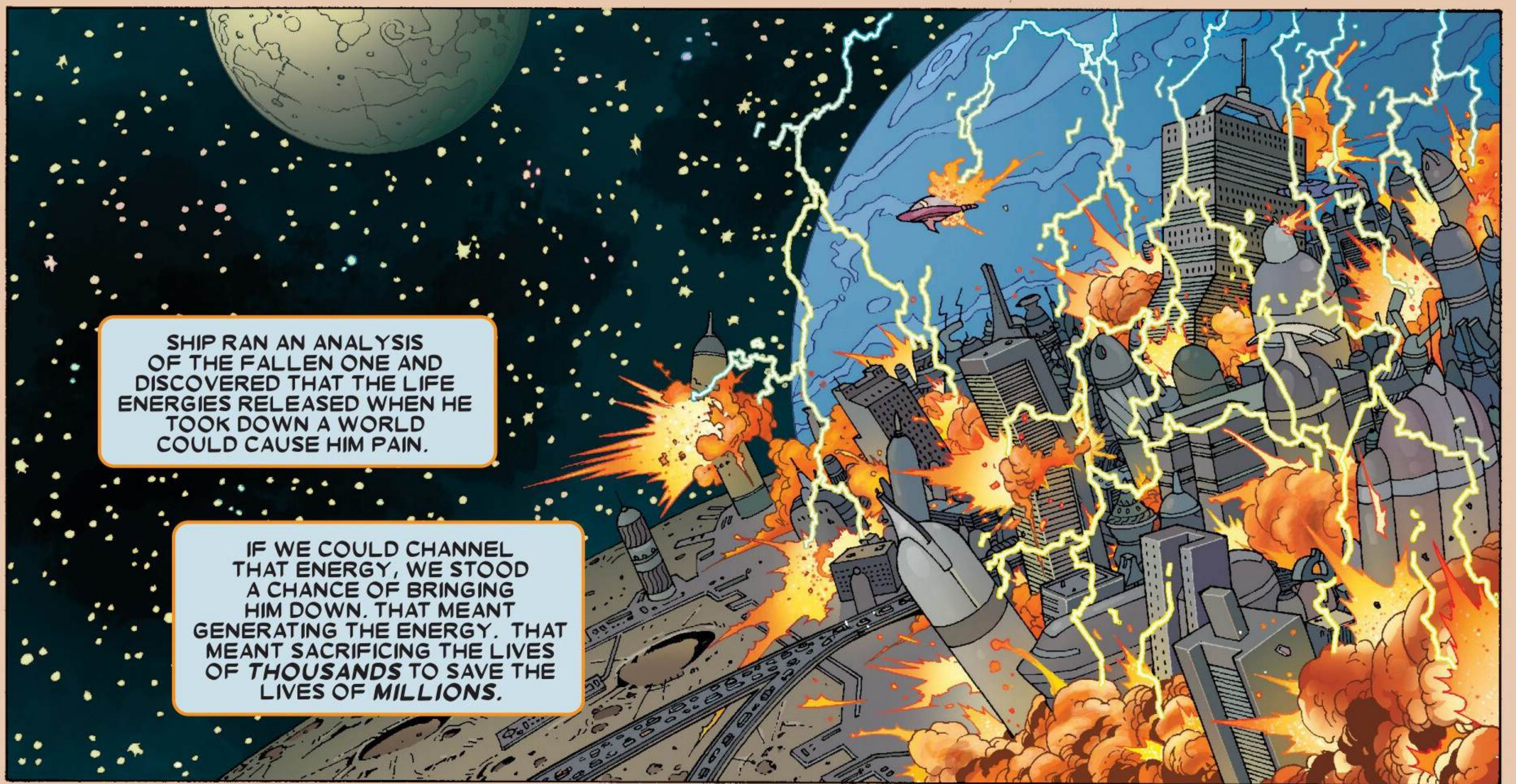
DAS'T NEAR GOT MYSELF KILLED. SHIP PULLED ME THROUGH...**BARELY**. I WAS ALIVE, BUT NOT MUCH ELSE-- AND SURE AS HELL IN NO SHAPE TO GO UP AGAINST THAT NUT AGAIN.

BUT I DID. DESPITE HAVING MY HEAD HANDED TO ME, I WAS **STILL** BUYING INTO THE WHOLE "**UNSTOPPABLE HERO**" THING.



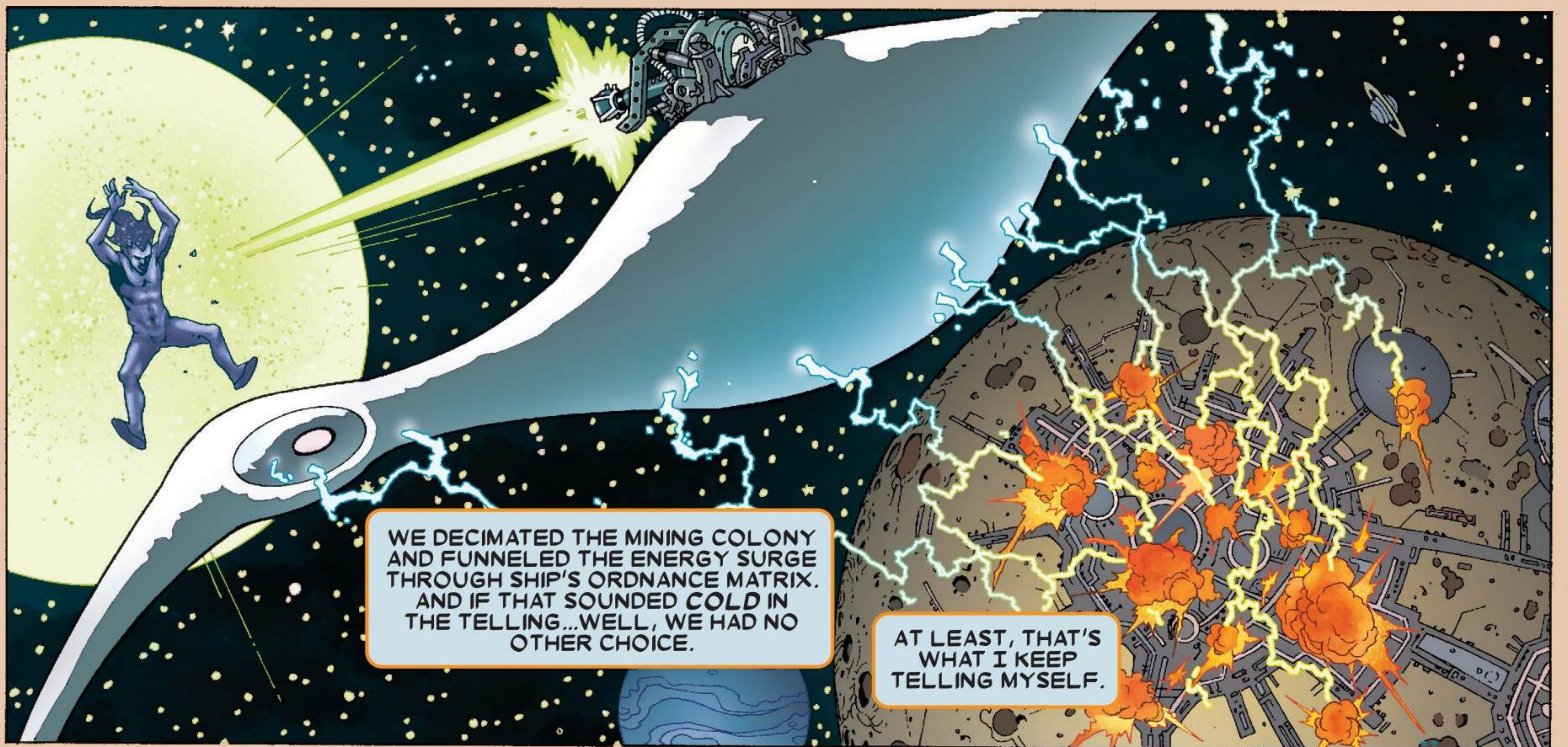
WE CAUGHT UP WITH THE **FALLEN ONE** IN A KREE FRINGE SYSTEM. HE HAD TARGETED **AVALEEN-4**, AN AGRICULTURAL WORLD BOASTING A SMALL MINING OPERATION ON ONE OF ITS MOONS.

NOTHING I'D THROWN AT HIM HAD DONE SQUAT. SHOULD HAVE LET ONE OF THE COSMIC BIG BOYS HANDLE IT. BUT NO, I WAS **STAR-LORD**, REMEMBER?



SHIP RAN AN ANALYSIS OF THE FALLEN ONE AND DISCOVERED THAT THE LIFE ENERGIES RELEASED WHEN HE TOOK DOWN A WORLD COULD CAUSE HIM PAIN.

IF WE COULD CHANNEL THAT ENERGY, WE STOOD A CHANCE OF BRINGING HIM DOWN. THAT MEANT GENERATING THE ENERGY. THAT MEANT SACRIFICING THE LIVES OF THOUSANDS TO SAVE THE LIVES OF MILLIONS.



WE DECIMATED THE MINING COLONY AND FUNNELED THE ENERGY SURGE THROUGH SHIP'S ORDNANCE MATRIX. AND IF THAT SOUNDED COLD IN THE TELLING...WELL, WE HAD NO OTHER CHOICE.

AT LEAST, THAT'S WHAT I KEEP TELLING MYSELF.



SHIP DIED IN THE ACT. I WAS A MASS MURDERER, EVERYTHING A STAR-LORD SHOULDN'T BE, AND SO STAR-LORD HAD TO DIE AS WELL.

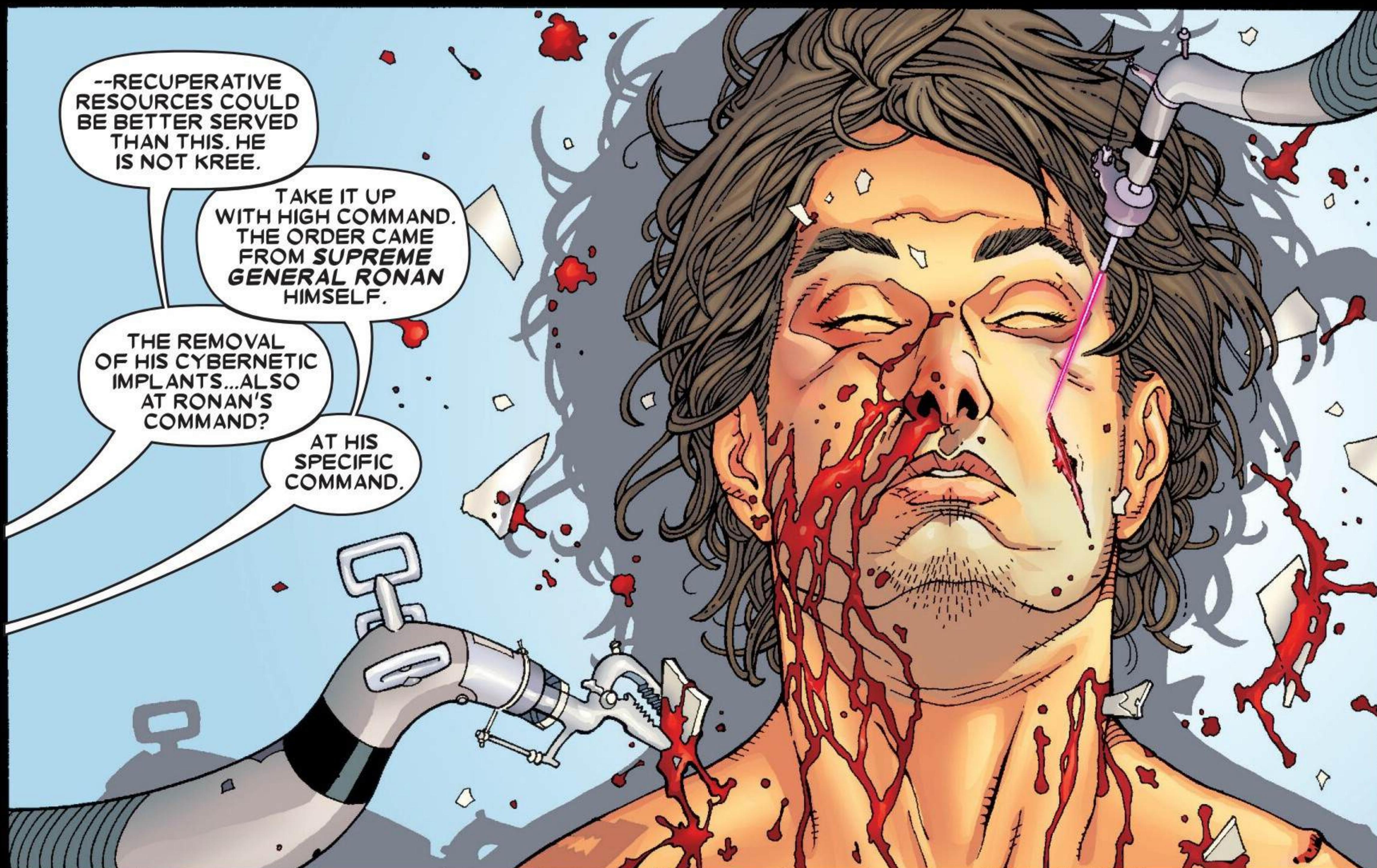
I TURNED THE FALLEN ONE--AND MYSELF--OVER TO THE NOVA CORPS. AND WHILE MANY WERE DIVIDED OVER MY GUILT, I WAS REMANDED TO THE KYLN, THE LIFE-SENTENCE EXCLUSIVE PRISON. I WOULD LIVE AMONG MY OWN.



I DON'T REMEMBER GETTING THE FIRST CYBERNETIC IMPLANT. I DON'T REMEMBER MAKING THE DECISION TO RUN AWAY FROM MY HUMANITY.

I DON'T REMEMBER MUCH PAST THE GUILT.

THEN CAME THE ANNIHILATION WAR AND A CHANCE TO ATONE. AND SOME SAY I DID. WHICH BRINGS US TO THE END OF OUR MENTAL MYSTERY TOUR...



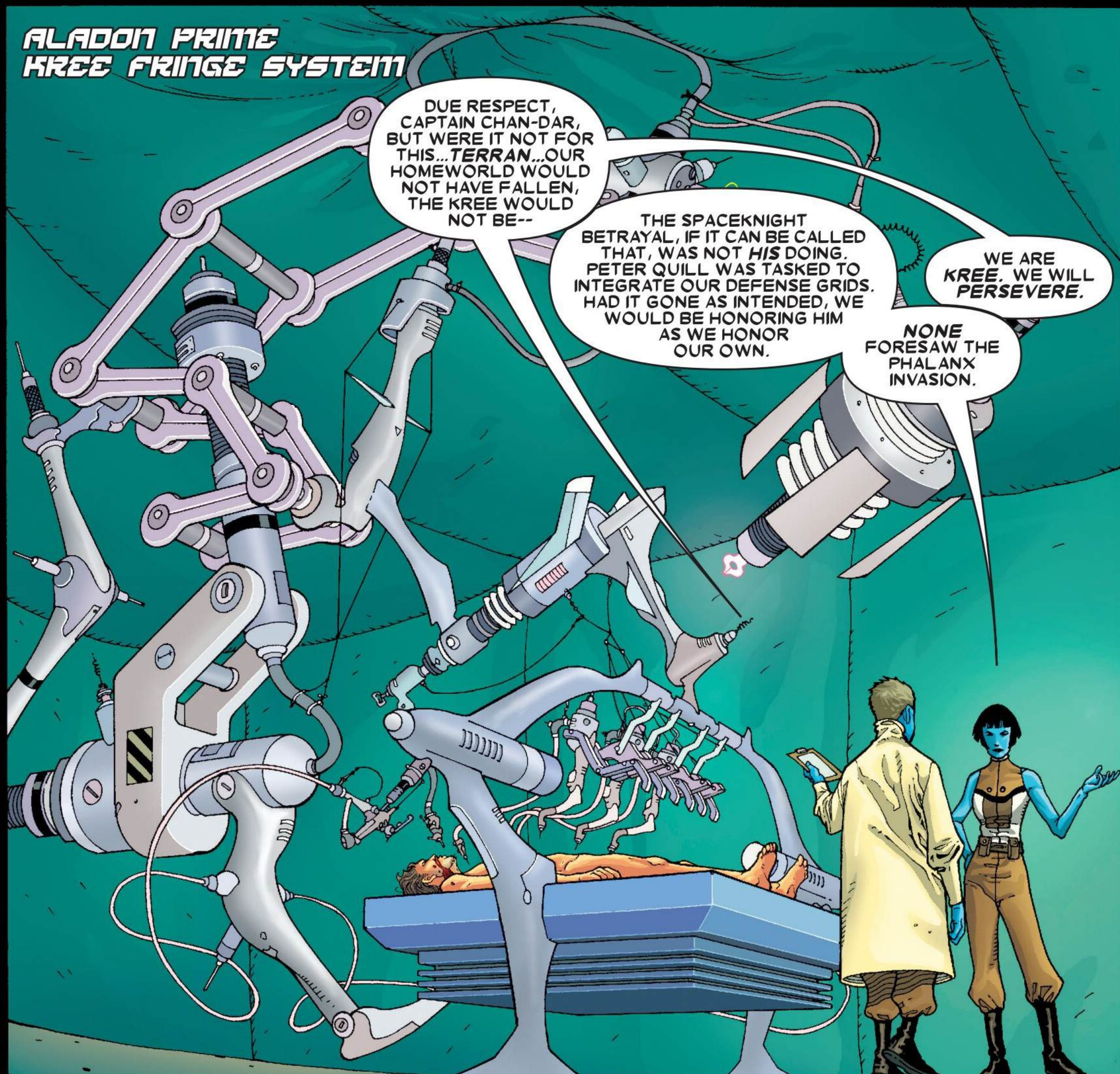
--RECUPERATIVE
RESOURCES COULD
BE BETTER SERVED
THAN THIS. HE
IS NOT KREE.

TAKE IT UP
WITH HIGH COMMAND.
THE ORDER CAME
FROM **SUPREME
GENERAL RONAN**
HIMSELF.

THE REMOVAL
OF HIS CYBERNETIC
IMPLANTS...ALSO
AT **RONAN'S**
COMMAND?

AT HIS
SPECIFIC
COMMAND.

ALADDON PRIME KREE FRINGE SYSTEM

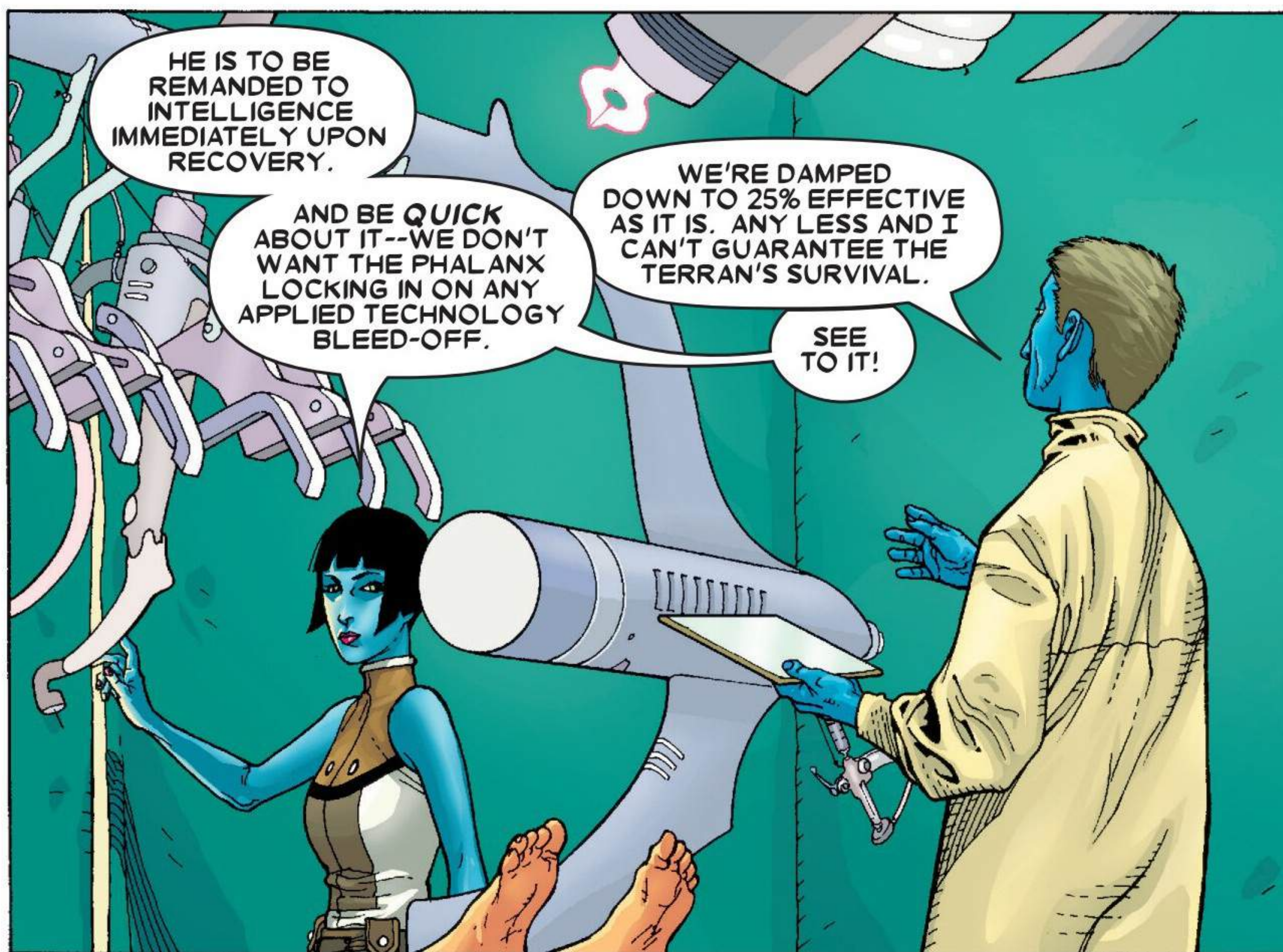
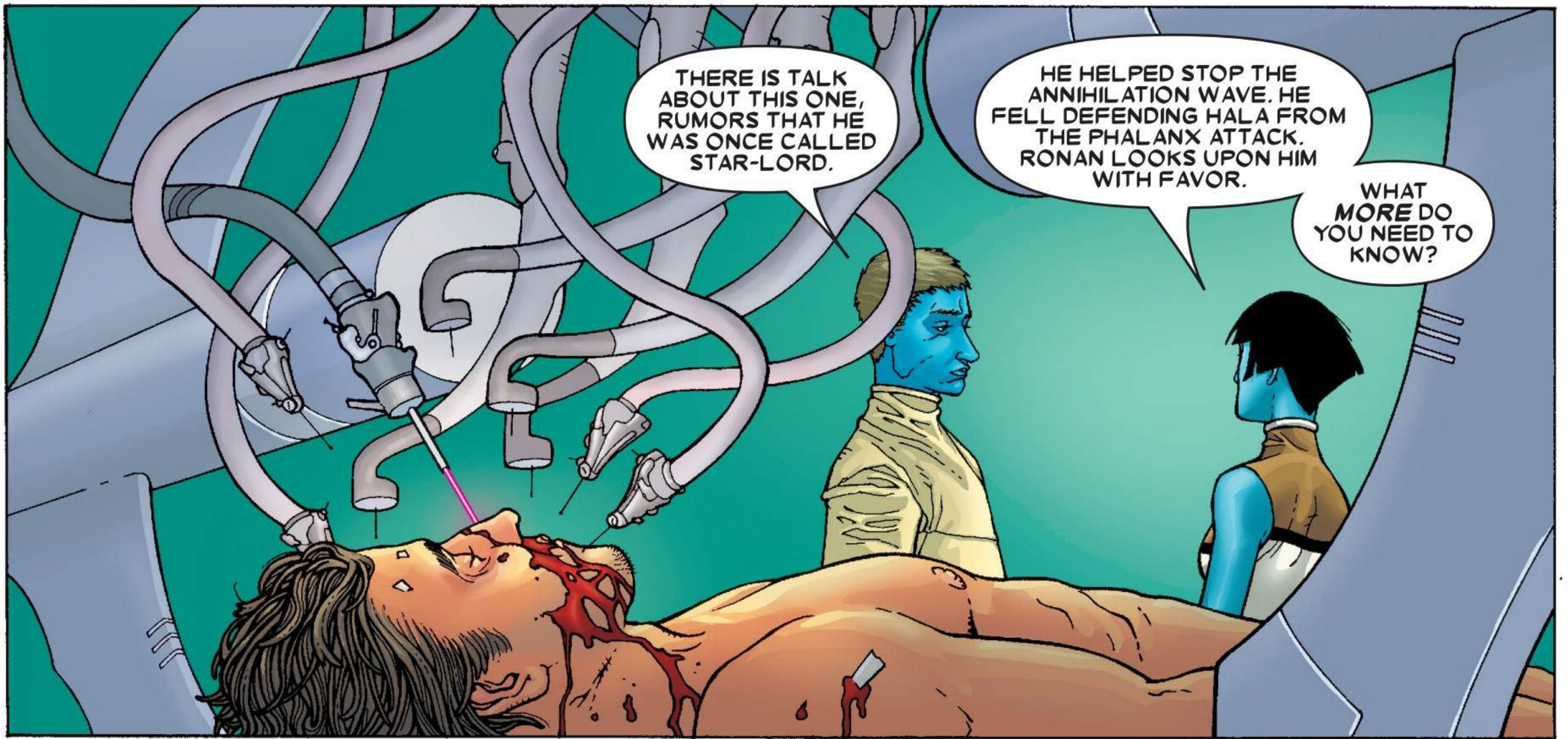


DUE RESPECT,
CAPTAIN CHAN-DAR,
BUT WERE IT NOT FOR
THIS...**TERRAN**...OUR
HOMEWORLD WOULD
NOT HAVE FALLEN,
THE KREE WOULD
NOT BE--

THE SPACEKNIGHT
BETRAYAL, IF IT CAN BE CALLED
THAT, WAS NOT **HIS** DOING.
PETER QUILL WAS TASKED TO
INTEGRATE OUR DEFENSE GRIDS.
HAD IT GONE AS INTENDED, WE
WOULD BE HONORING HIM
AS WE HONOR
OUR OWN.

WE ARE
KREE. WE WILL
PERSEVERE.

NONE
FORESAW THE
PHALANX
INVASION.

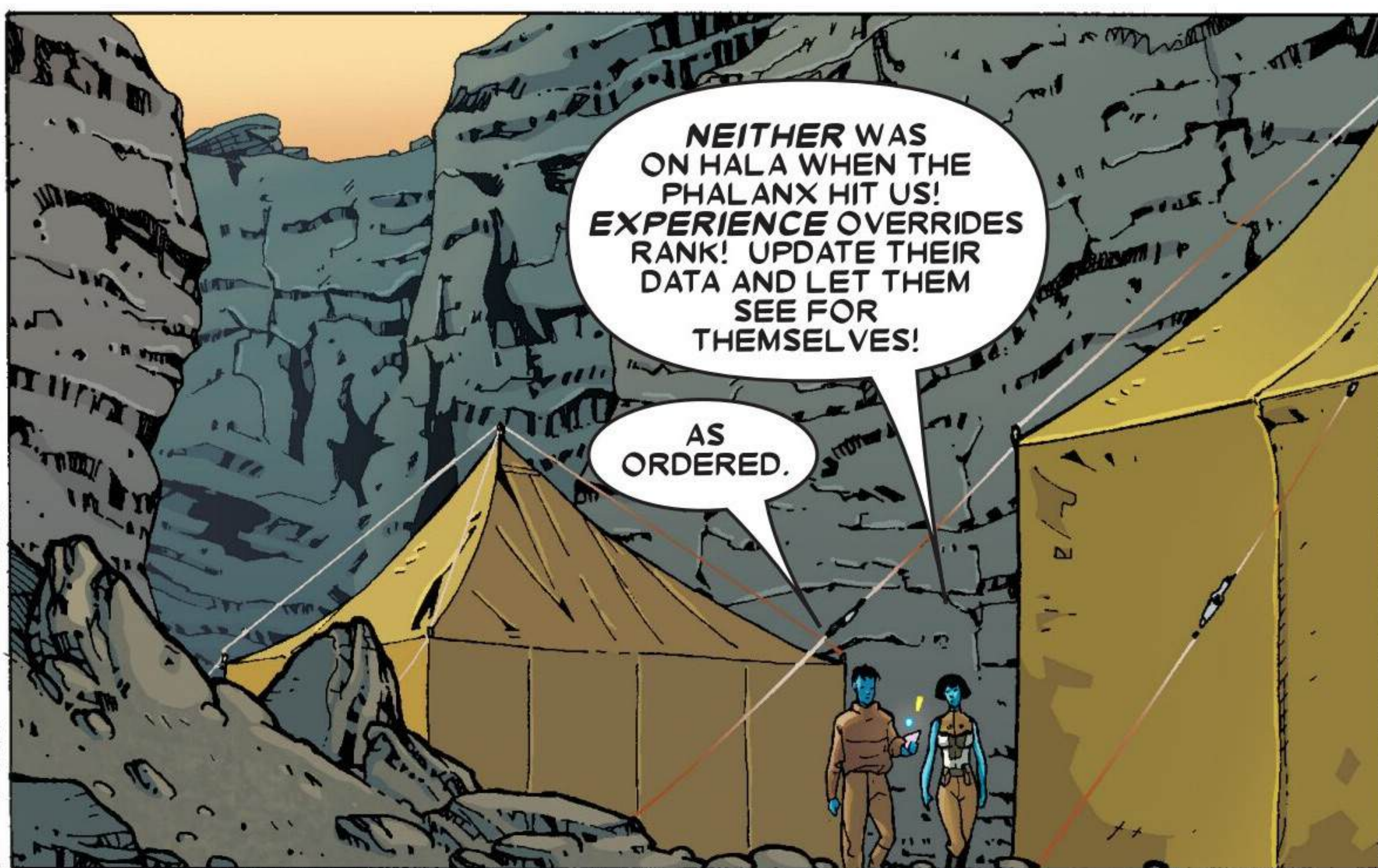




ADMIRAL PAR-VAN
AND SECOND-TIER
ADMIRAL YOR-BAL.

TELL THEM TO
SHUT DOWN THOSE
DAS'T PERIMETERS AND
GO TO THE SITES
PERSONALLY.

DUE
RESPECT, BOTH
OUTRANK--



NEITHER WAS
ON HALA WHEN THE
PHALANX HIT US!
EXPERIENCE OVERRIDES
RANK! UPDATE THEIR
DATA AND LET THEM
SEE FOR
THEMSELVES!

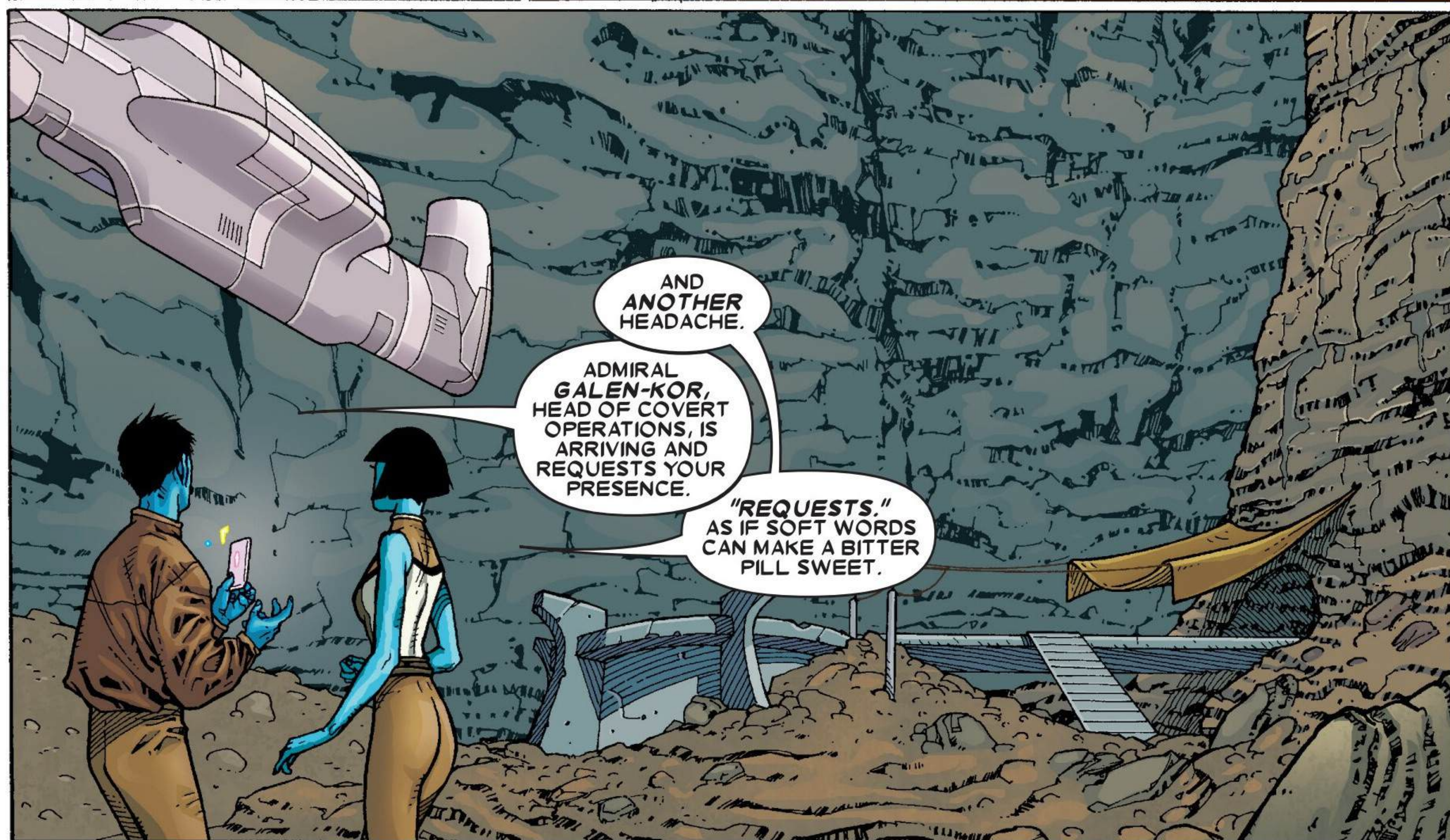
AS
ORDERED.



FIRST THE
ANNIHILATION
WAVE AND
NOW THIS.

SO I'VE
HEARD.

WE ARE
KREE. WE WILL
PERSEVERE.



AND
ANOTHER
HEADACHE.

ADMIRAL
GALEN-KOR,
HEAD OF COVERT
OPERATIONS, IS
ARRIVING AND
REQUESTS YOUR
PRESENCE.

"REQUESTS."
AS IF SOFT WORDS
CAN MAKE A BITTER
PILL SWEET.

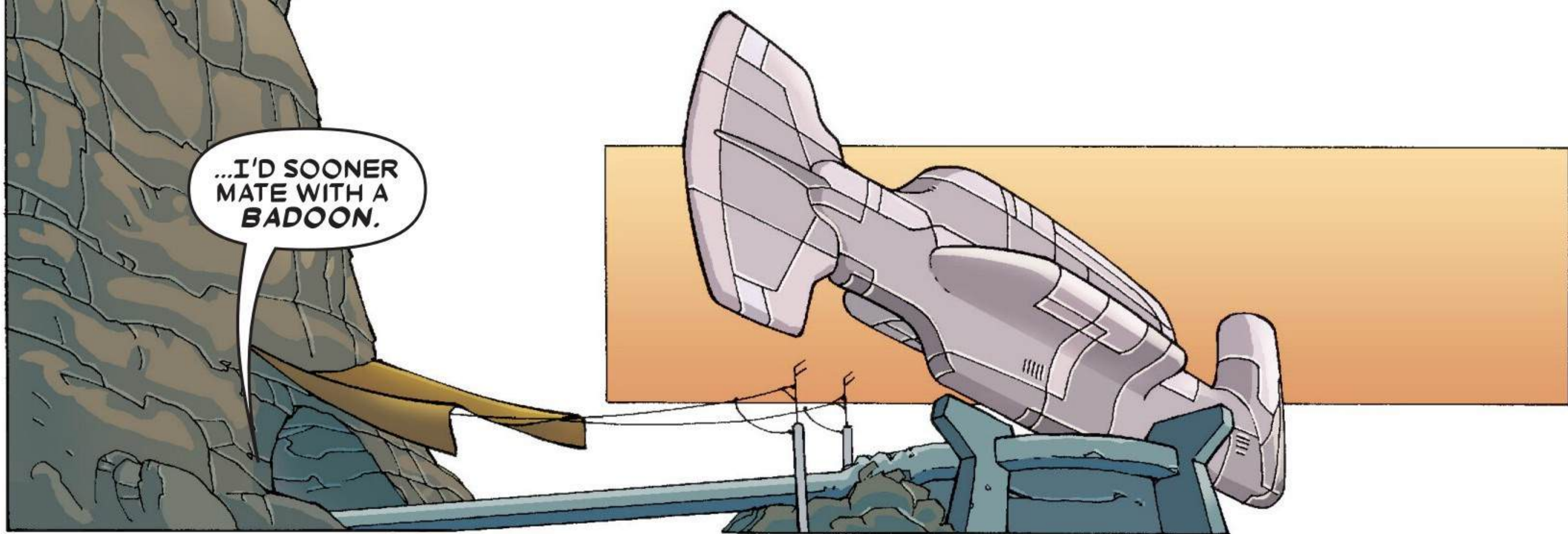


TELL THAT SCUT
OF A MED-TECH THAT
I WANT QUILL UP AND
RUNNING ASAP!

AS
ORDERED.



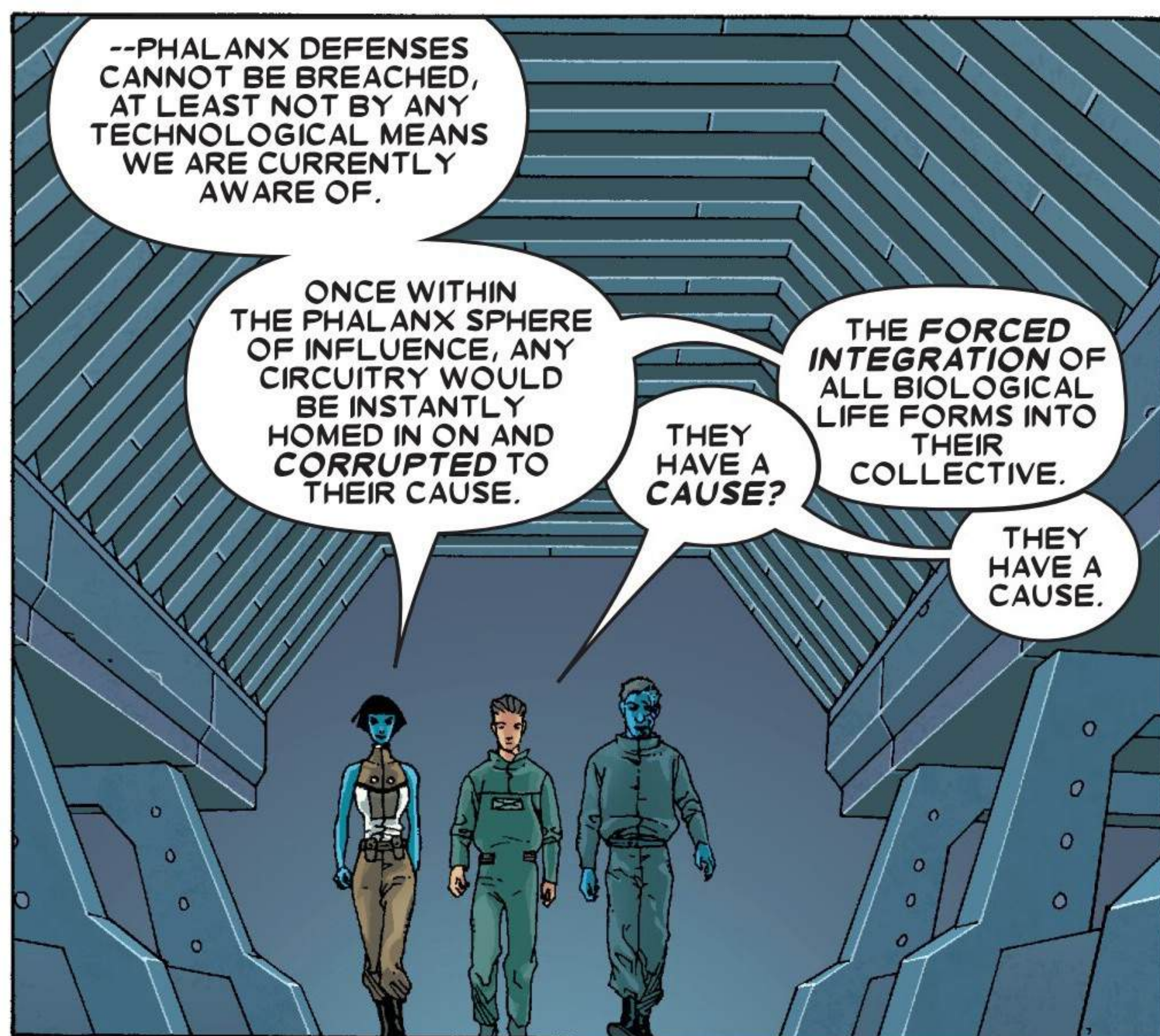
GALEN-KOR...
COVERT OPS...



FOUR HOURS LATER...







--PHALANX DEFENSES CANNOT BE BREACHED, AT LEAST NOT BY ANY TECHNOLOGICAL MEANS WE ARE CURRENTLY AWARE OF.

ONCE WITHIN THE PHALANX SPHERE OF INFLUENCE, ANY CIRCUITRY WOULD BE INSTANTLY HOMED IN ON AND CORRUPTED TO THEIR CAUSE.

THEY HAVE A CAUSE?

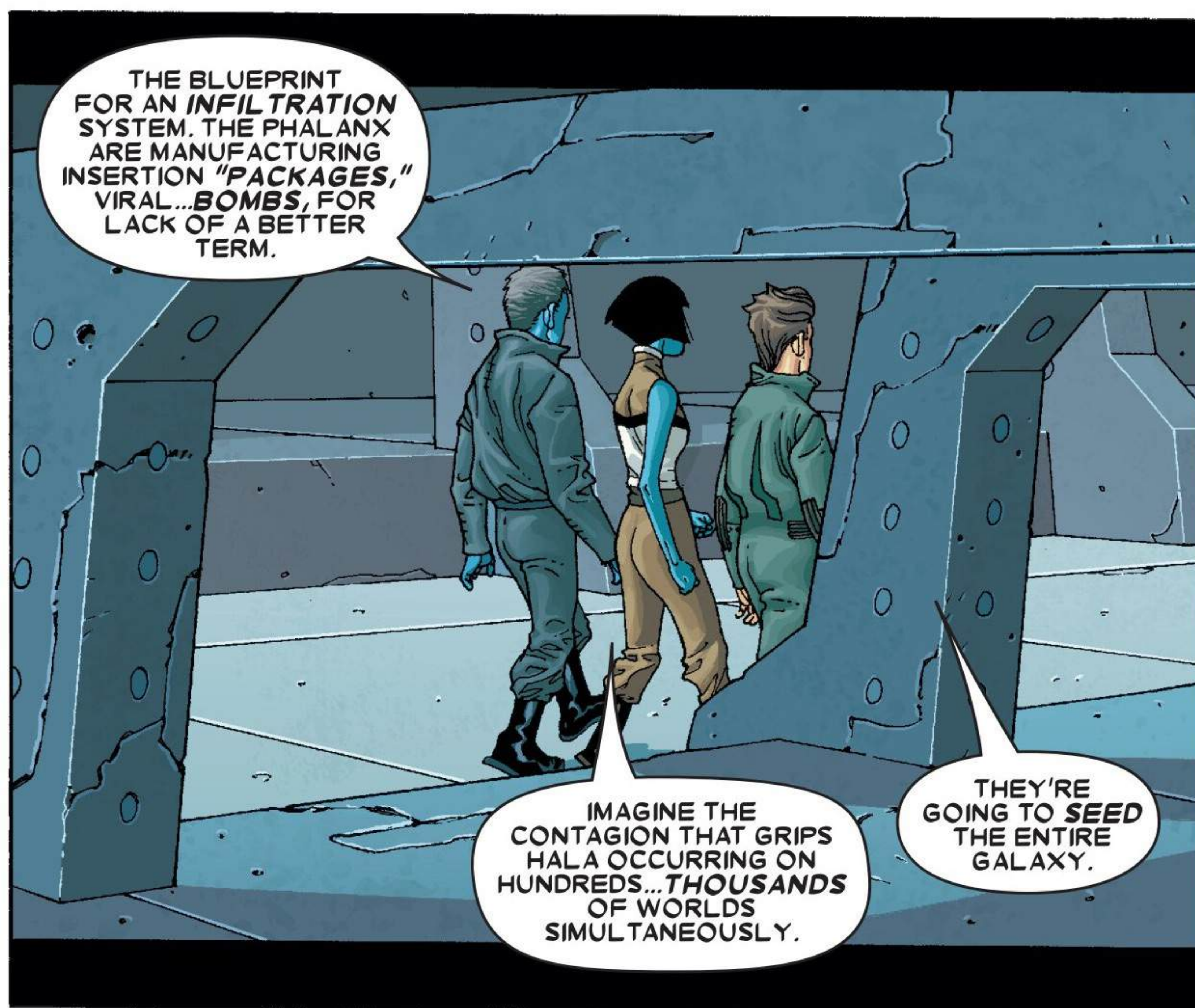
THE FORCED INTEGRATION OF ALL BIOLOGICAL LIFE FORMS INTO THEIR COLLECTIVE.

THEY HAVE A CAUSE.



KREE INTELLIGENCE INSERTED A DATA WORM INTO THE PHALANX TACTICAL SYSTEM. BEFORE IT WAS FERRETED OUT, IT ACCESSED A DEVELOPMENT SYSTEM.

A "DEVELOPMENT SYSTEM"...?



THE BLUEPRINT FOR AN INFILTRATION SYSTEM. THE PHALANX ARE MANUFACTURING INSERTION "PACKAGES," VIRAL...BOMBS, FOR LACK OF A BETTER TERM.

IMAGINE THE CONTAGION THAT GRIPS HALA OCCURRING ON HUNDREDS...THOUSANDS OF WORLDS SIMULTANEOUSLY.

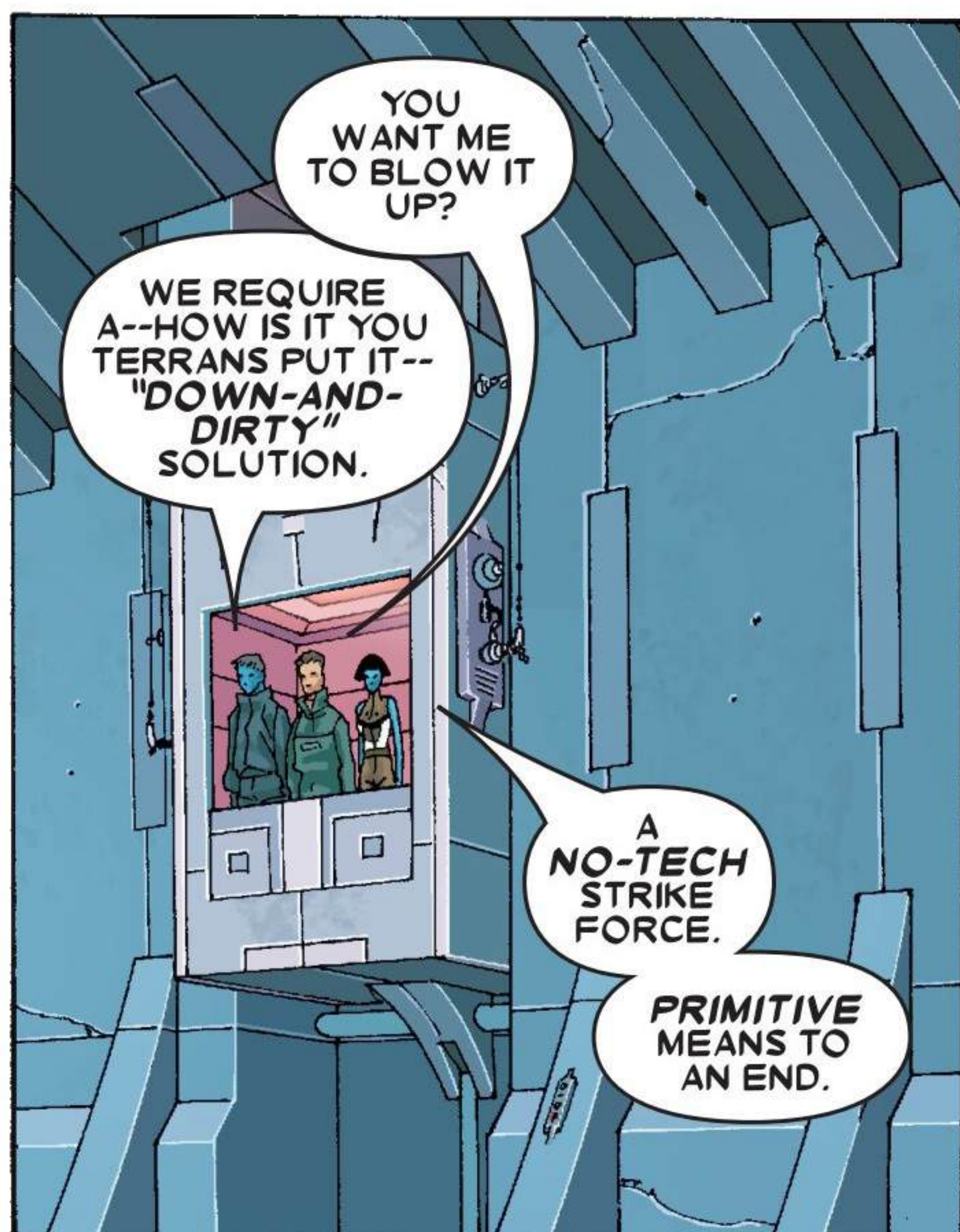
THEY'RE GOING TO SEED THE ENTIRE GALAXY.



ONCE THE PHALANX HAVE INFECTED A WORLD'S TECHNOLOGY, THEY SPREAD TO ITS GENETIC AND ECOLOGICAL--

I GET THE PICTURE. WHAT I DON'T GET IS HOW I FIGURE INTO THIS.

THE SYSTEM MUST BE DESTROYED BEFORE IT'S BROUGHT ONLINE.



YOU WANT ME TO BLOW IT UP?

WE REQUIRE A--HOW IS IT YOU TERRANS PUT IT-- "DOWN-AND-DIRTY" SOLUTION.

A NO-TECH STRIKE FORCE.

PRIMITIVE MEANS TO AN END.



BECAUSE I'M JUST A PRIMITIVE TERRAN.

THEN YOU UNDERSTAND?

I'M BEGINNING TO.



A TEAM HAS BEEN ASSEMBLED, EACH MEMBER SUITED TO THE NEEDS OF THE MISSION.

PRISONERS. I GUESS THIS BRINGS US BACK TO "EXPENDABLE."

ARE WE TALKING VOLUNTEERS OR CONSCRIPTS?

DOES IT MATTER?

OFF LINE
BATTERY RESERVE
ACTIVE



THE DIRTY DOZEN.

DIRTY DOZEN?

PRIMITIVE TERRAN REFERENCE.

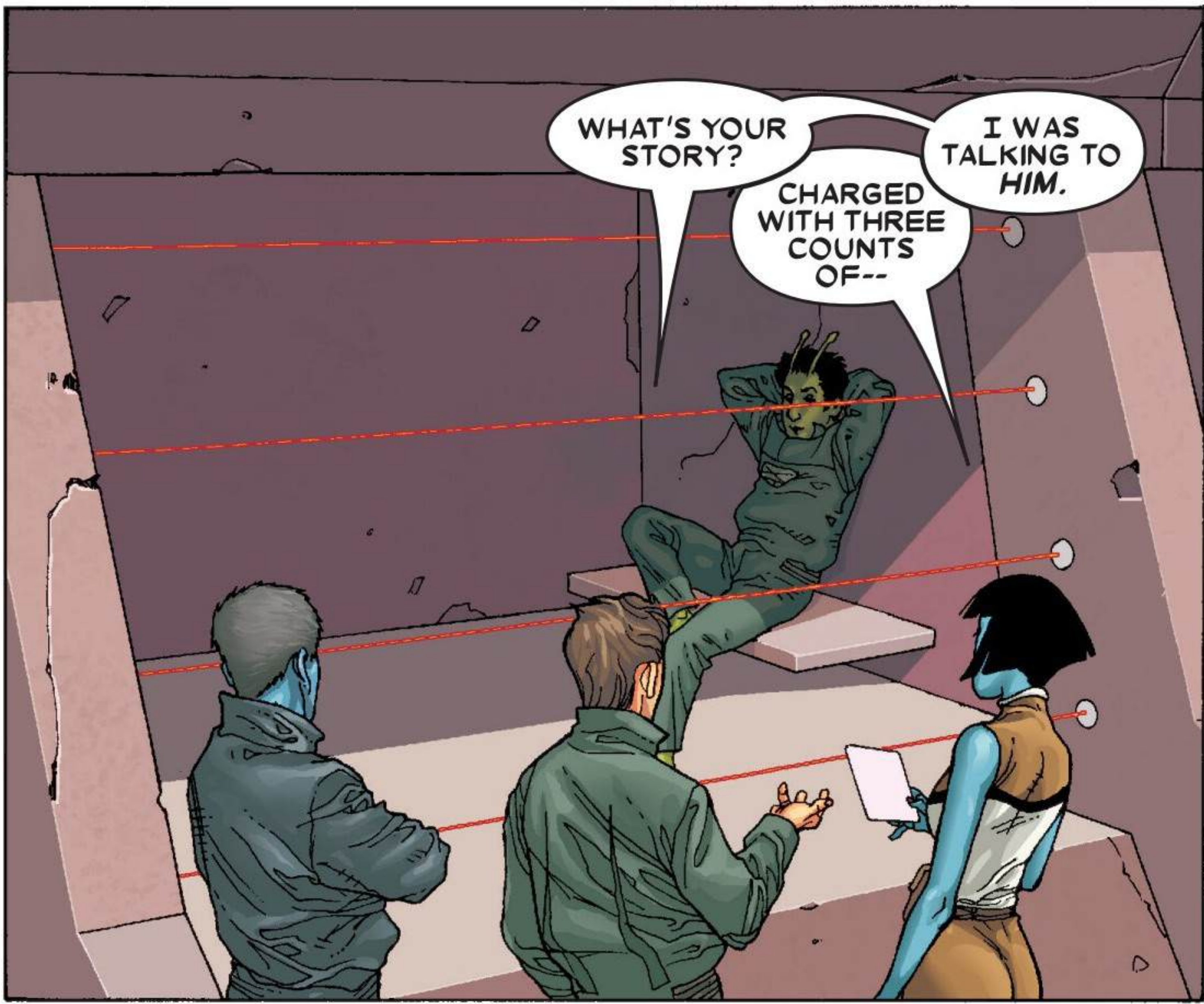
WHO WE GOT?



BUG. A.K.A. GALACTIC WARRIOR, A.K.A....LOVERBUG. KALIKLAK WARRIOR... SO TO SPEAK.

"LOVERBUG"?

ENHANCED AGILITY COUPLED WITH INNATE INSECTIVOROUS ABILITIES. HIS ANTENNAE ENABLE LIMITED COMMUNICATION WITH OTHER LIKE ANTENNAE-BEARING SPECIES, AS WELL AS PROVIDING A MOVEMENT-SENSITIVE PROXIMITY SENSE.



WHAT'S YOUR STORY?

I WAS TALKING TO HIM.

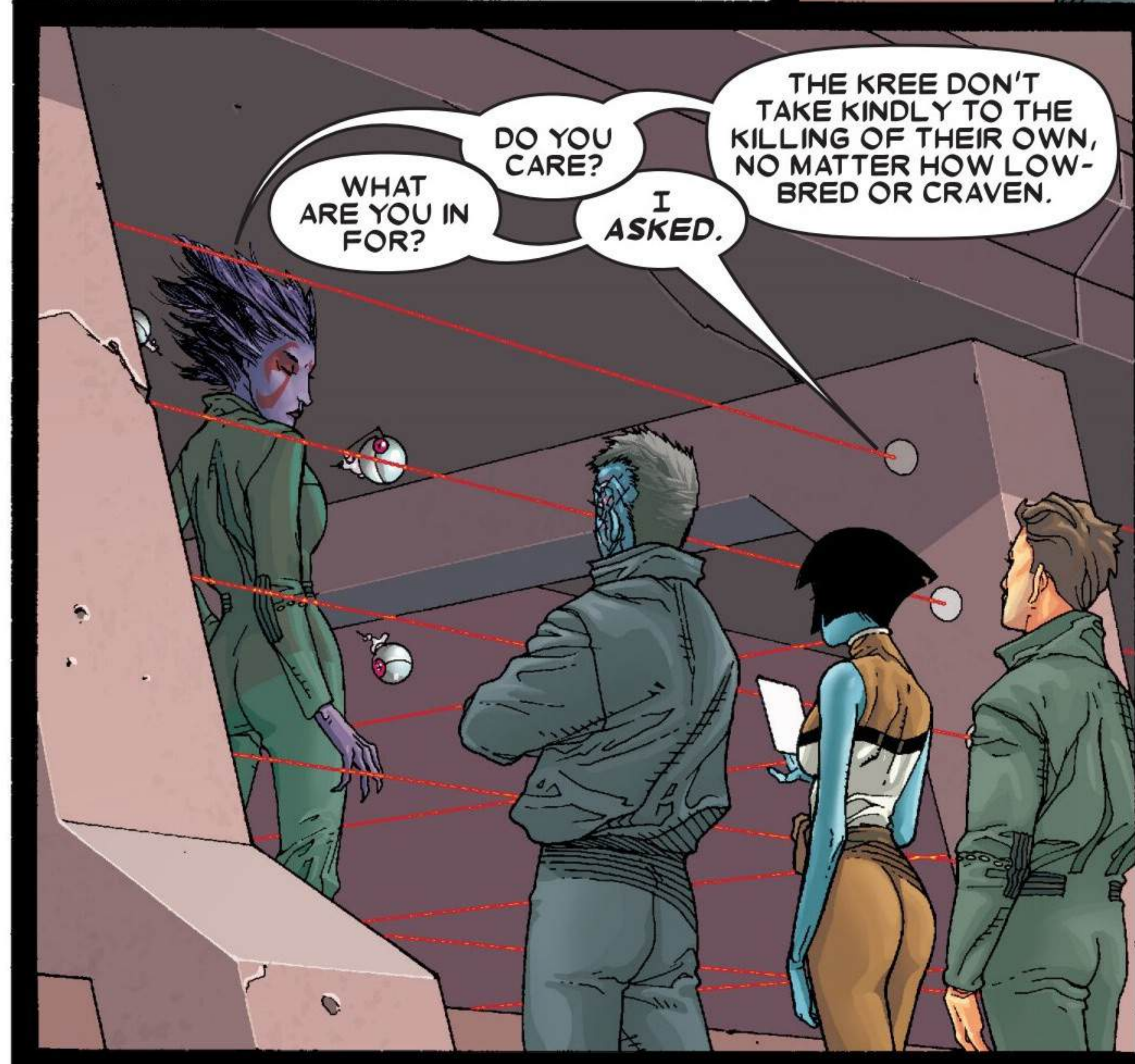
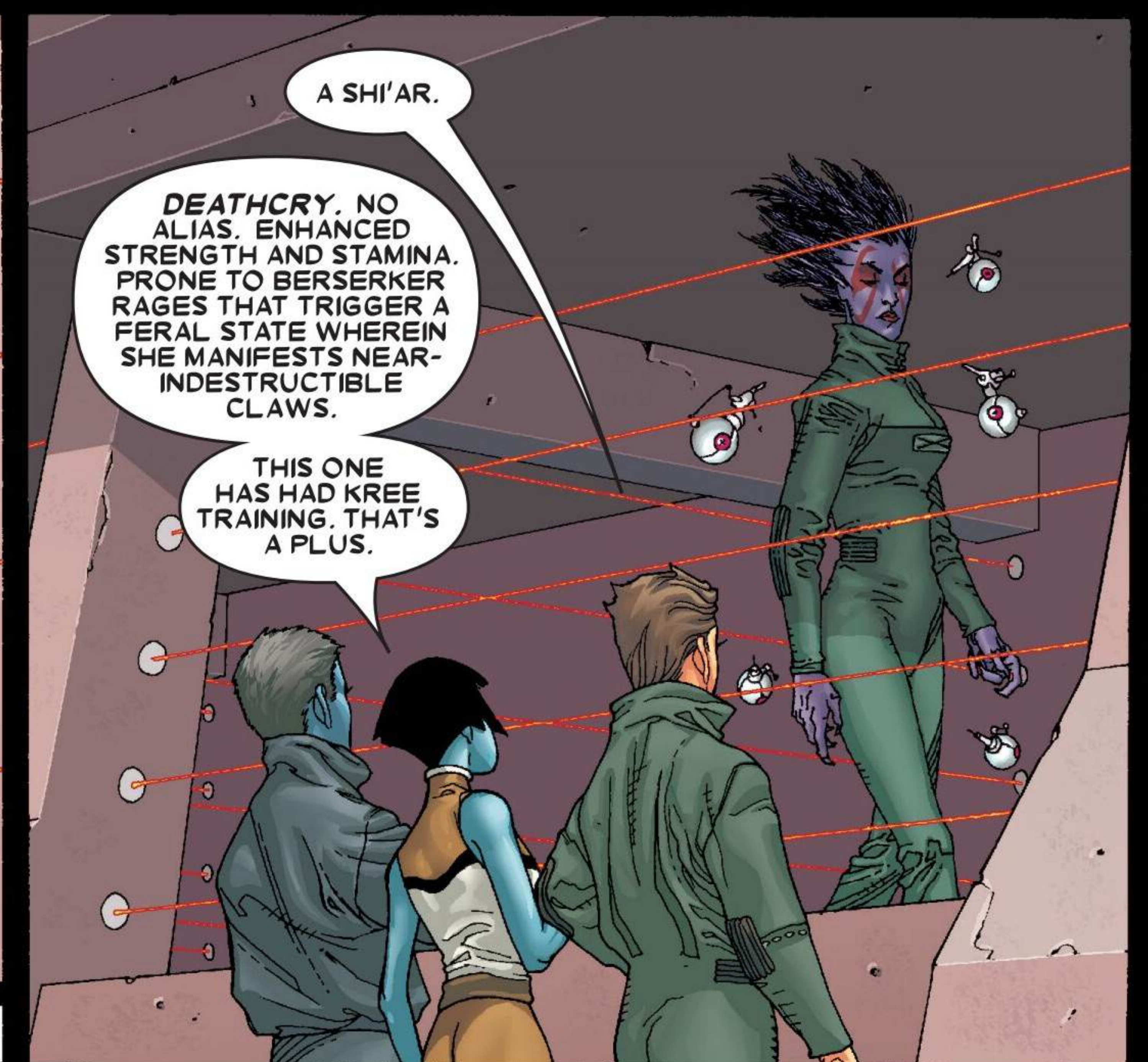
CHARGED WITH THREE COUNTS OF--

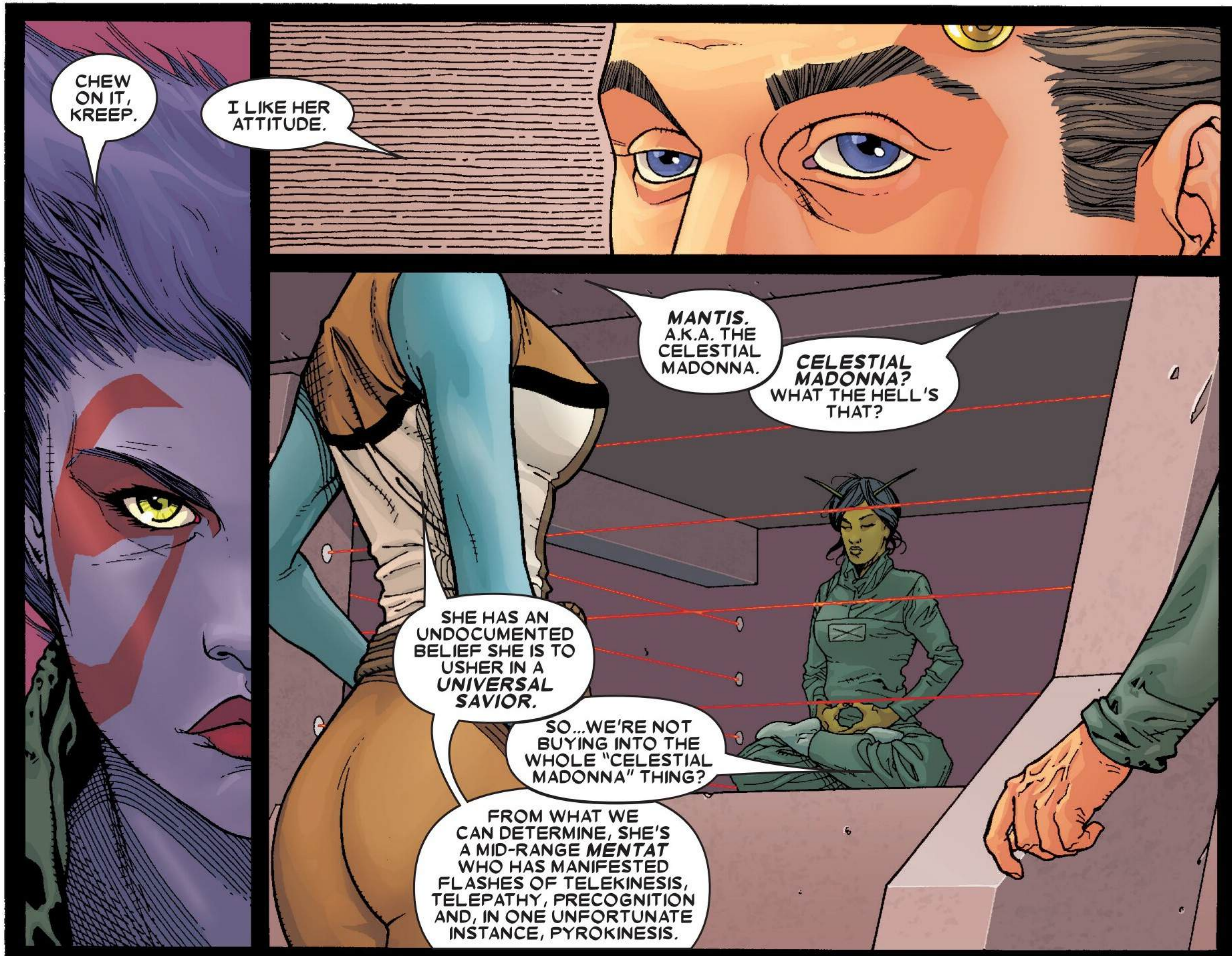


KREE PURITY. SEEMS I...
:TIK: PUT IT AT RISK.
WHAT CAN I...:TIK: SAY?
I'VE ALWAYS BEEN A SUCKER
FOR A...:TIK: PRETTY
FACE.

YOU DO KNOW THIS IS A...:TIK: SUICIDE MISSION?

FIGURED THAT OUT ALL BY YOURSELF, DID YOU?



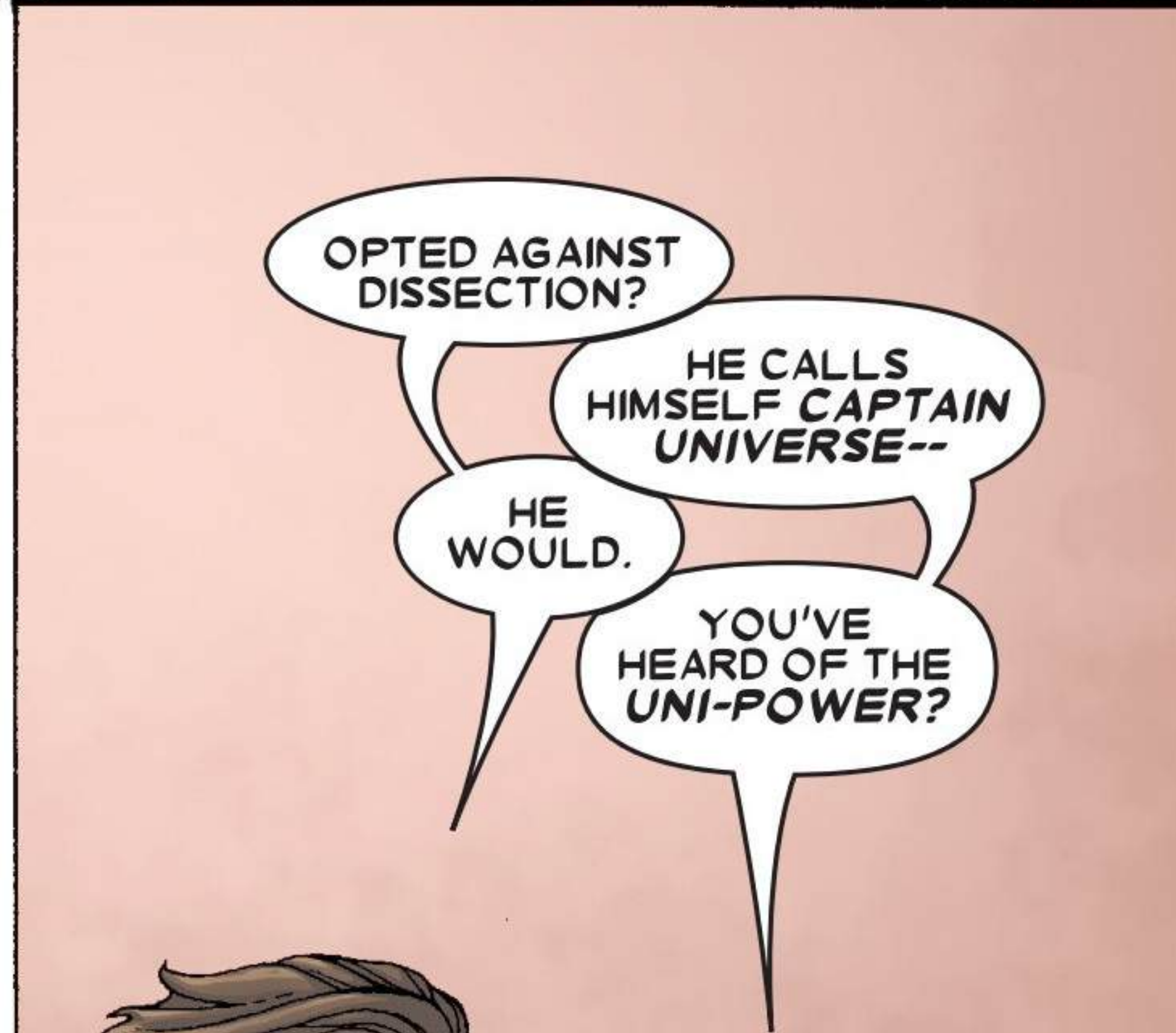




A SPANDEX
JOCKEY?

THAT'S NOT
SPANDEX. IT'S A
MOLECULAR SHELL...
AT LEAST THAT'S
WHAT WE *THINK*
IT IS.

INSUFFICIENT
DATA.



OPTED AGAINST
DISSECTION?

HE CALLS
HIMSELF CAPTAIN
UNIVERSE--

HE
WOULD.

YOU'VE
HEARD OF THE
UNI-POWER?



I'M GUESSING
HE HAS IT.

RIGHT. AS NEAR
AS WE CAN DETERMINE,
THE UNI-POWER IS A
FORM OF *SENTIENT*
ENERGY THAT TAKES
ON A HOST IN TIMES
OF NEED.

YOU SHOULD
FEEL RIGHT AT
HOME. THE CURRENT
HOST IS ALSO
A TERRAN.

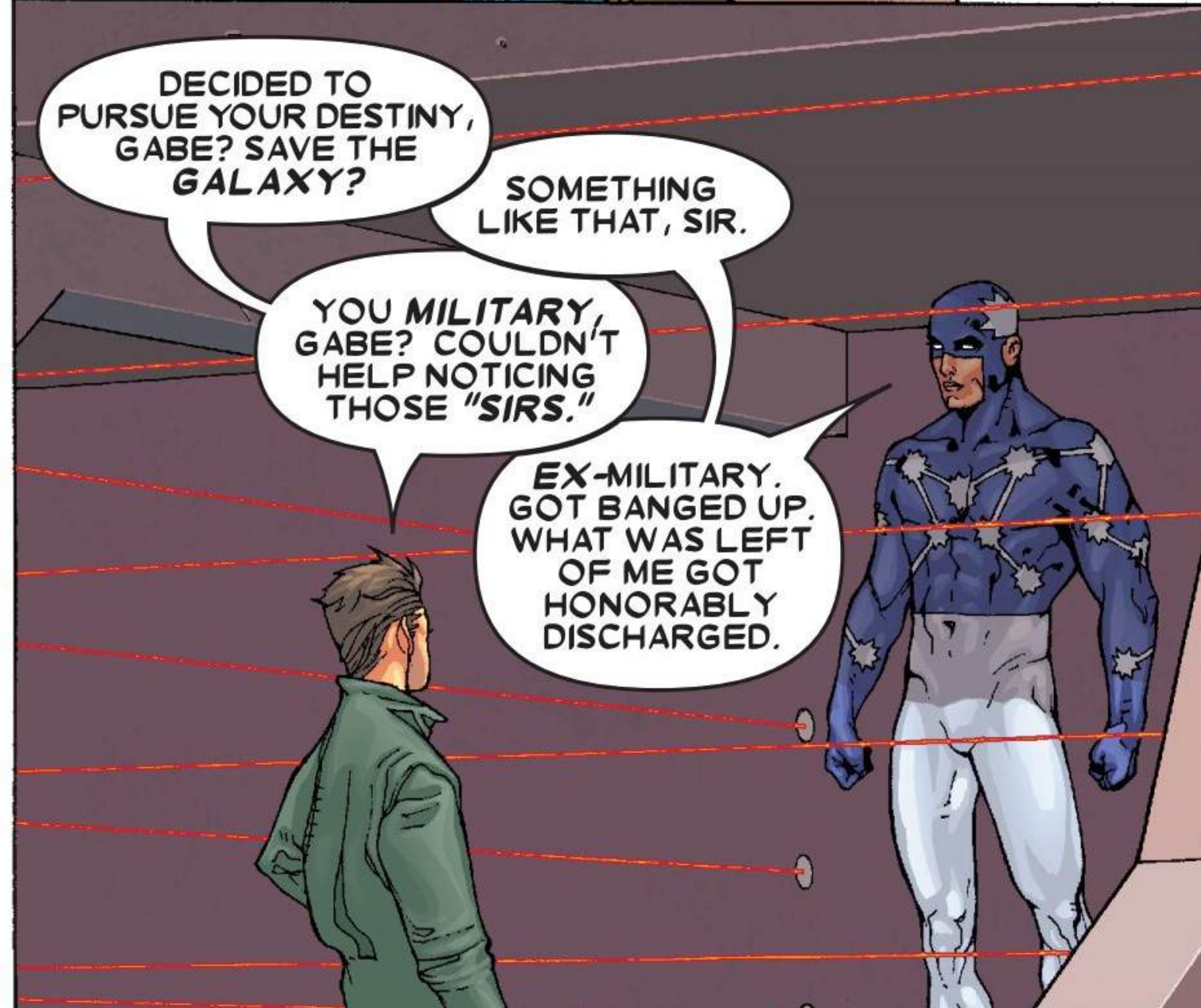


YOU HAVE
A NAME?

GABRIEL
VARGAS, SIR.

I'M PETER.
PETER QUILL.
WHAT BRINGS
YOU OUT HERE?

GAINED THESE
POWERS RECENTLY.
THOUGHT I'D PUT
THEM TO GOOD USE.

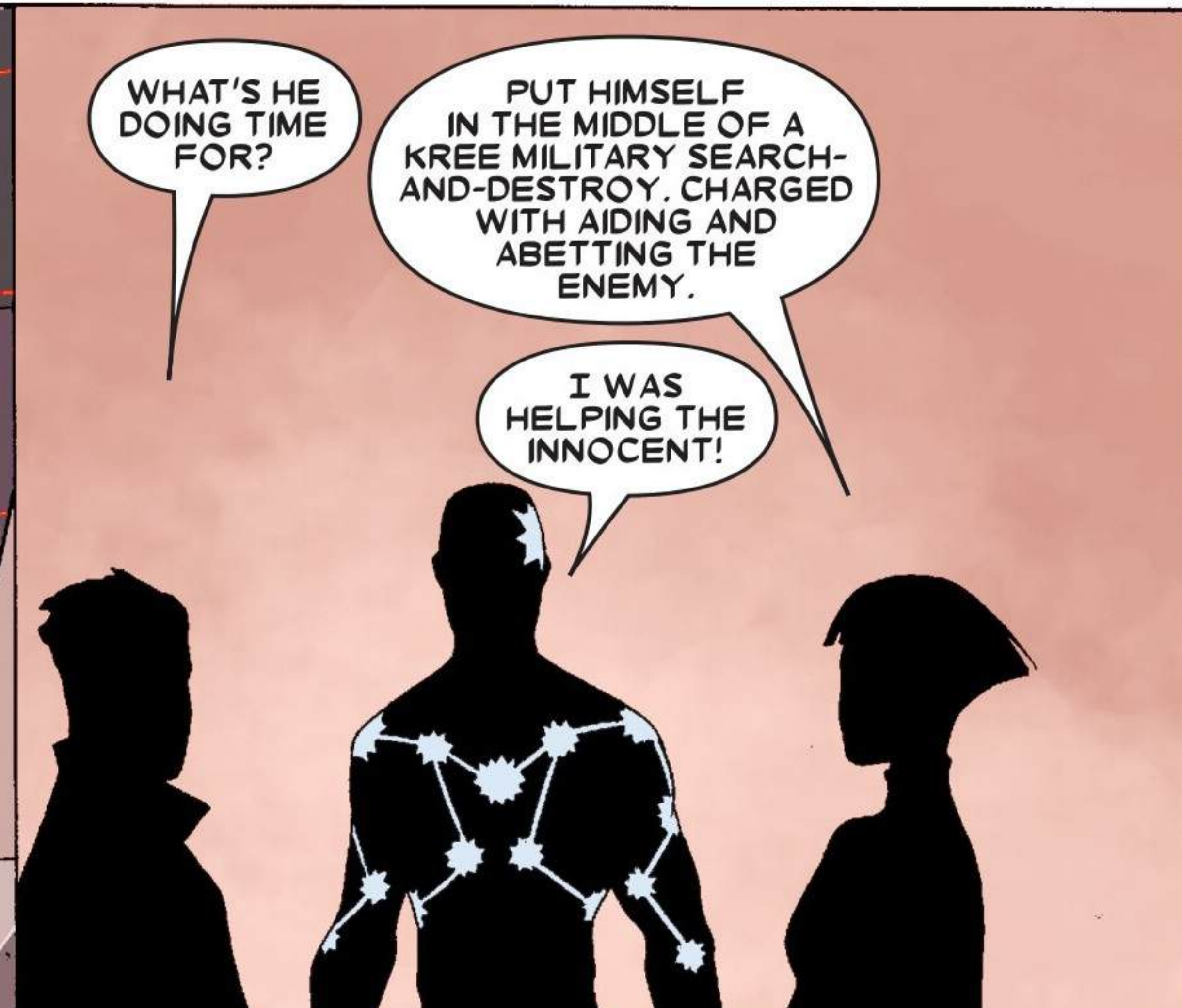


DECIDED TO
PURSUE YOUR DESTINY,
GABE? SAVE THE
GALAXY?

SOMETHING
LIKE THAT, SIR.

YOU *MILITARY*,
GABE? COULDN'T
HELP NOTICING
THOSE "*SIRS*."

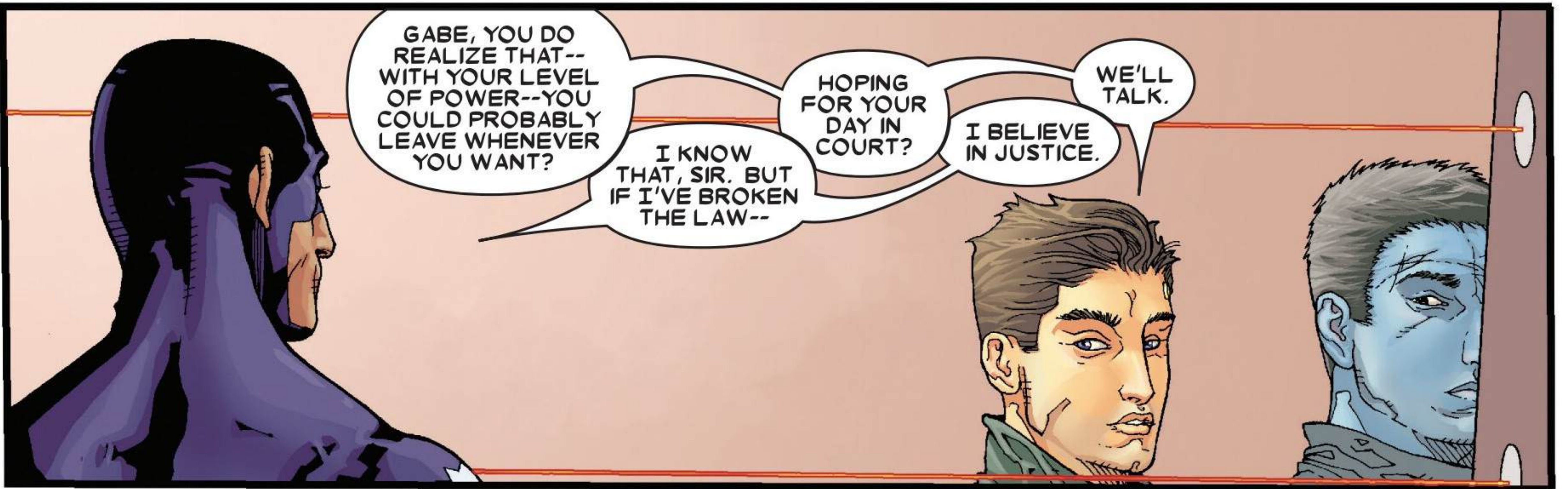
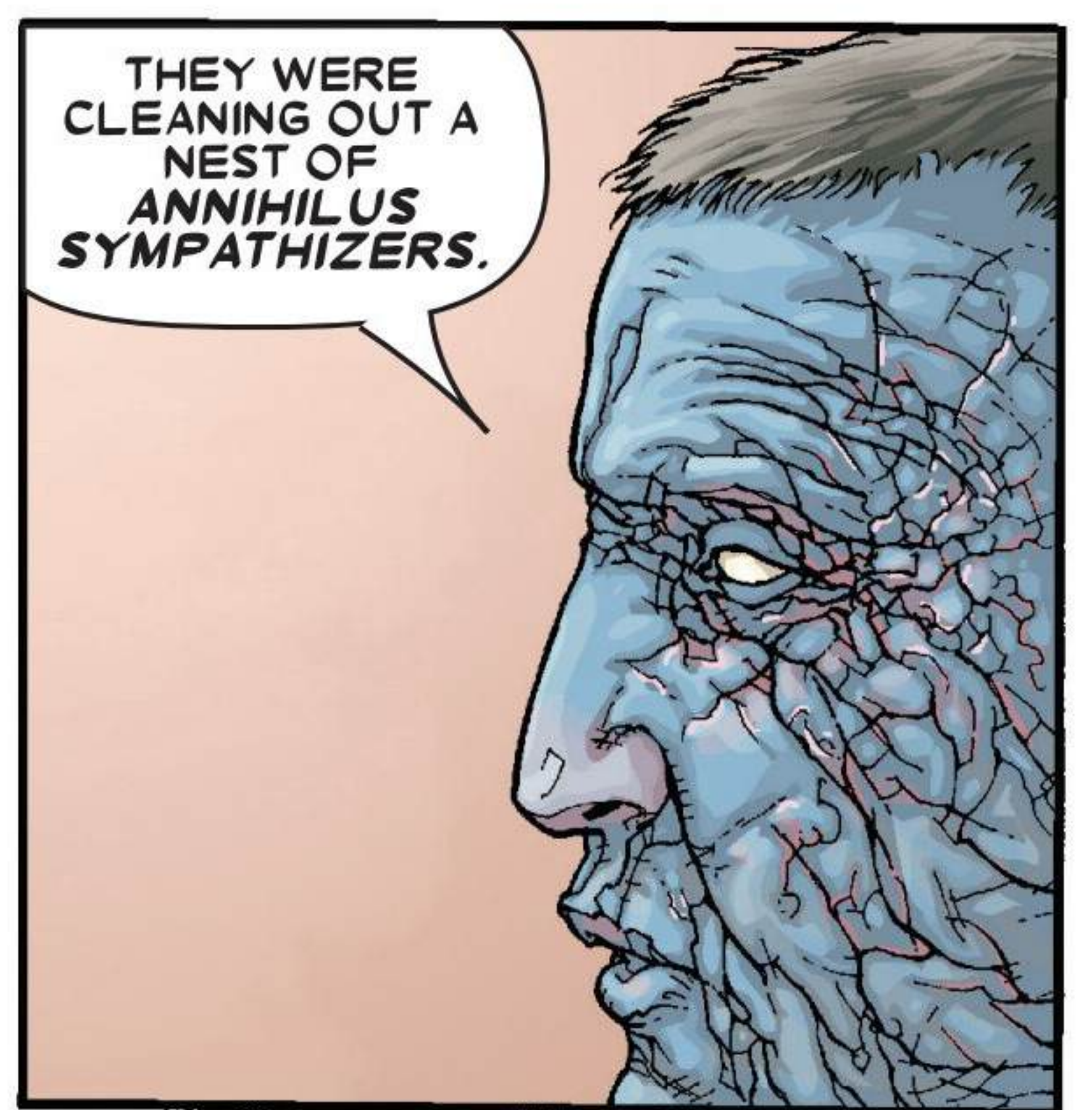
EX-MILITARY.
GOT BANGED UP.
WHAT WAS LEFT
OF ME GOT
HONORABLY
DISCHARGED.

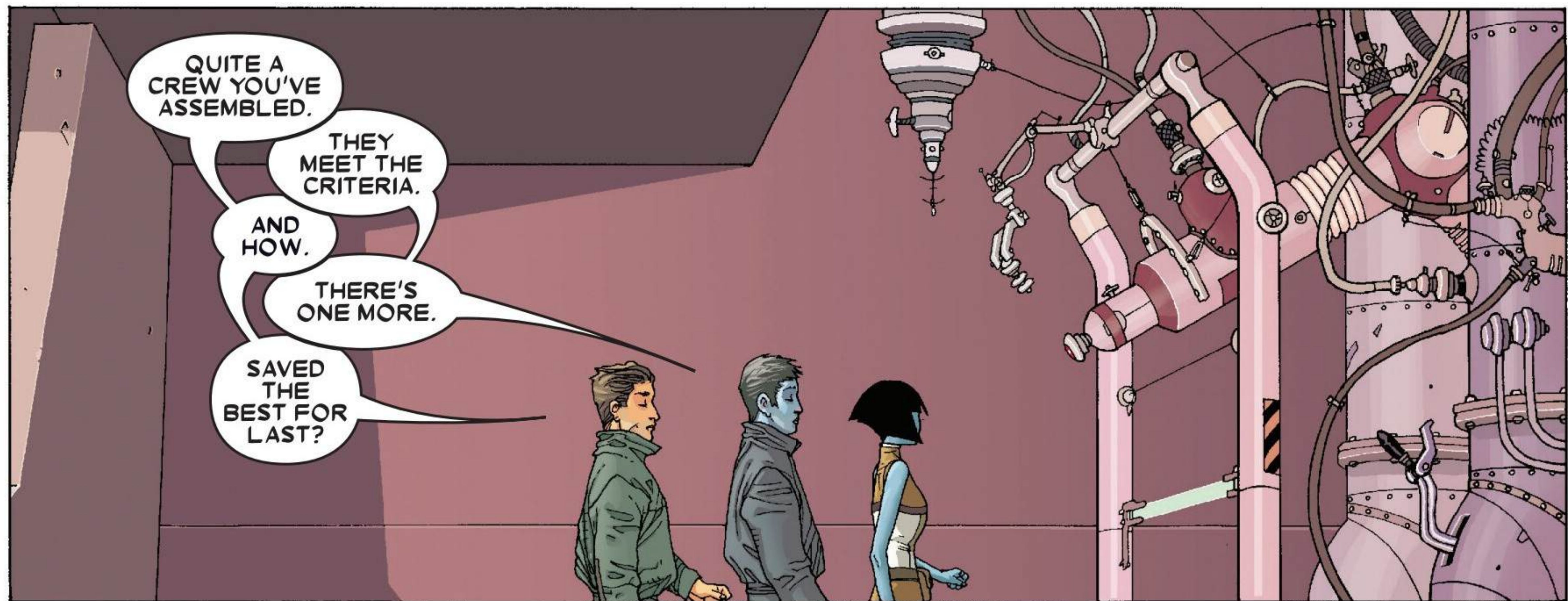
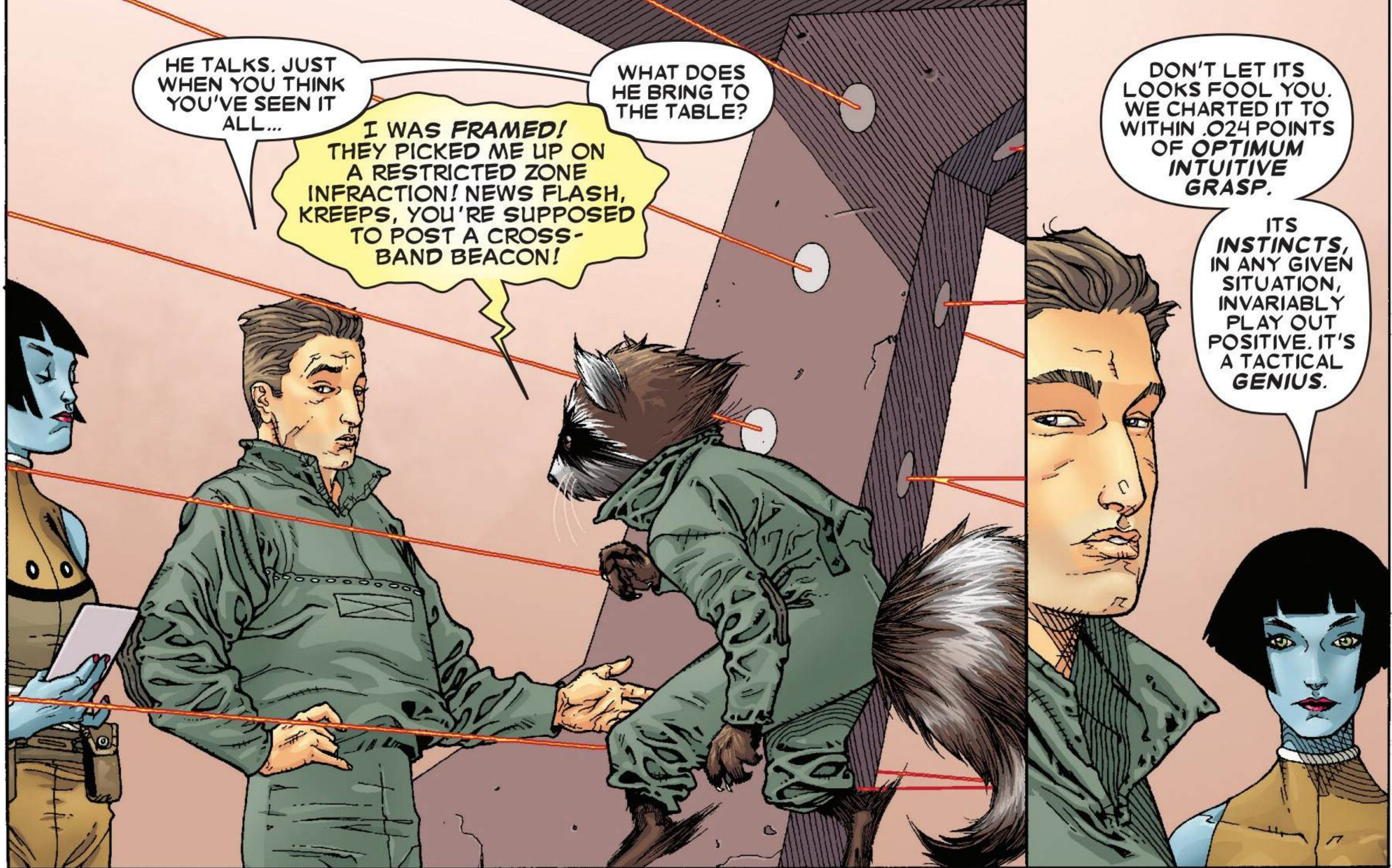


WHAT'S HE
DOING TIME
FOR?

PUT HIMSELF
IN THE MIDDLE OF A
KREE MILITARY SEARCH-
AND-DESTROY. CHARGED
WITH AIDING AND
ABETTING THE
ENEMY.

I WAS
HELPING THE
INNOCENT!







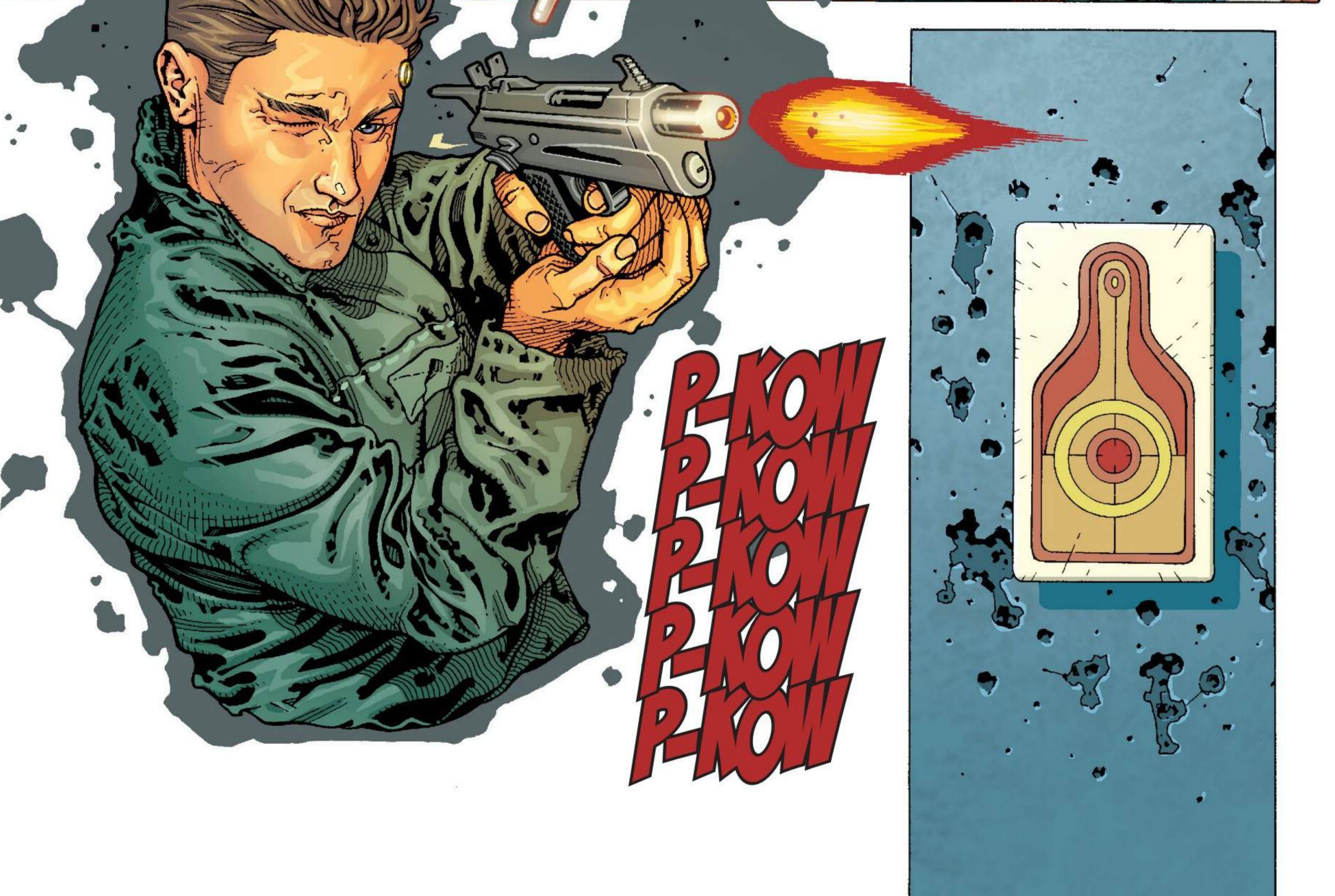
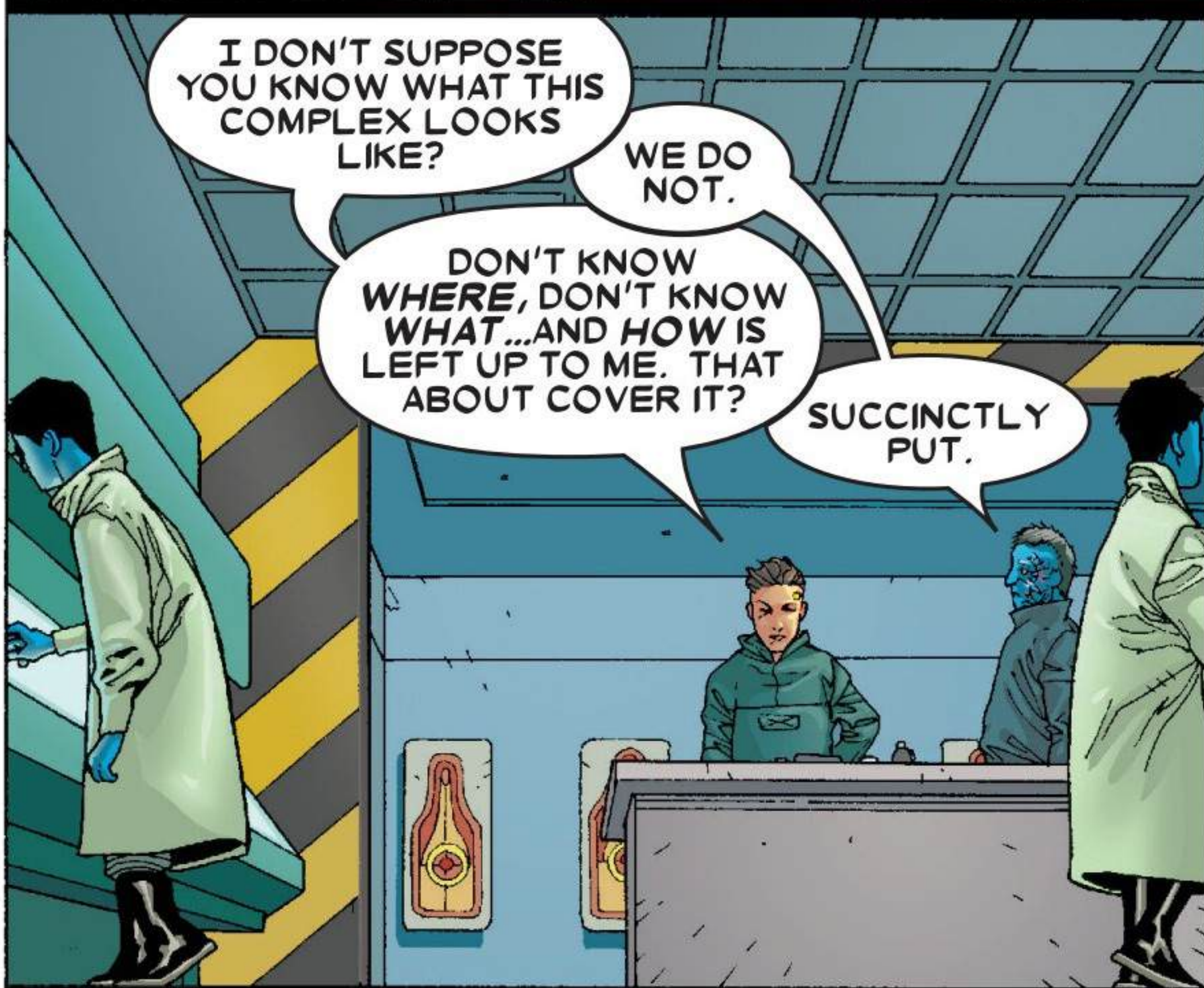
YOU
CAN'T BE
SERIOUS.

GROOT. NO
ALIAS. FLORA-
ORGANISM. SELF-
PROCLAIMED
MONARCH OF
PLANET X.

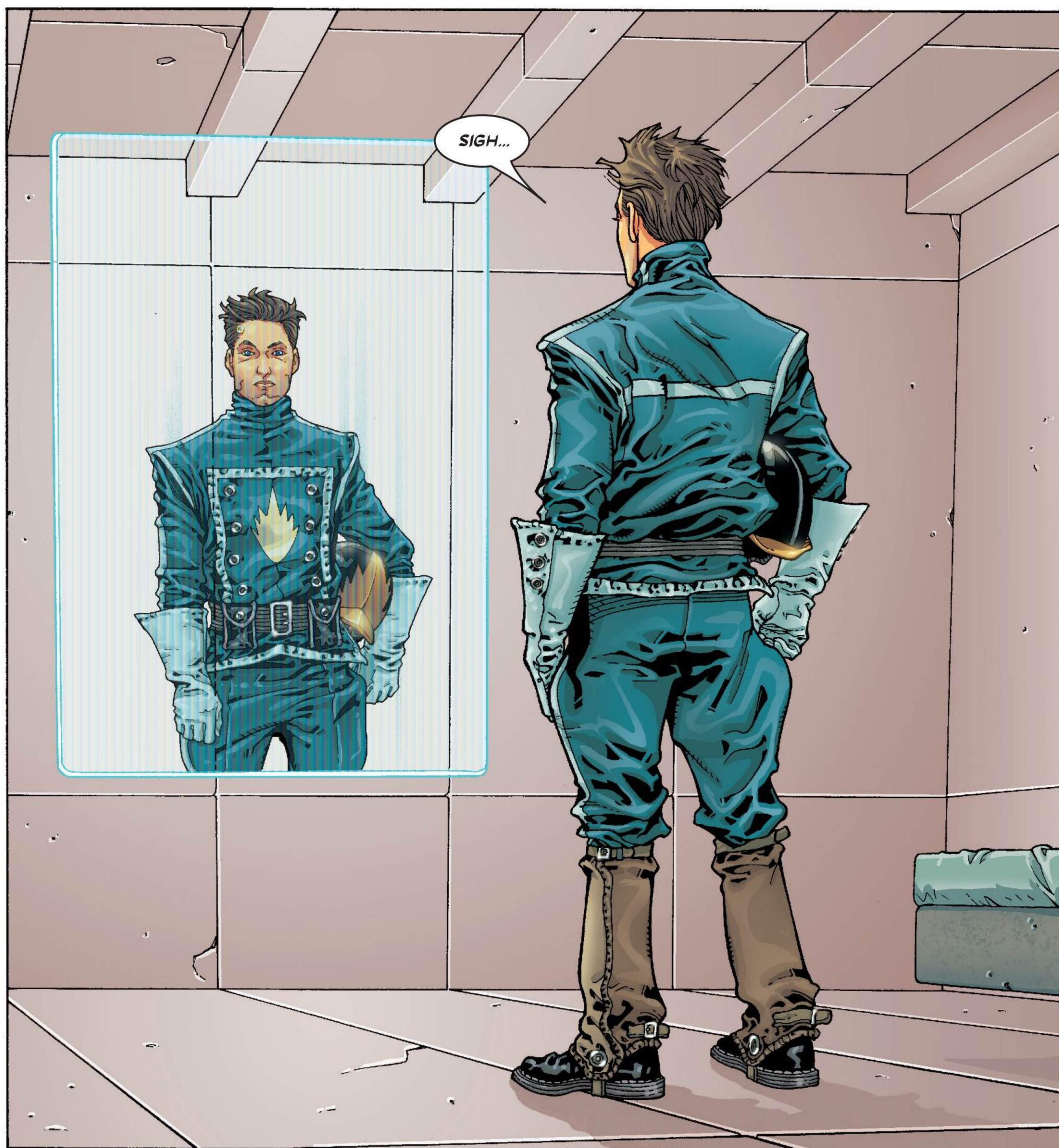
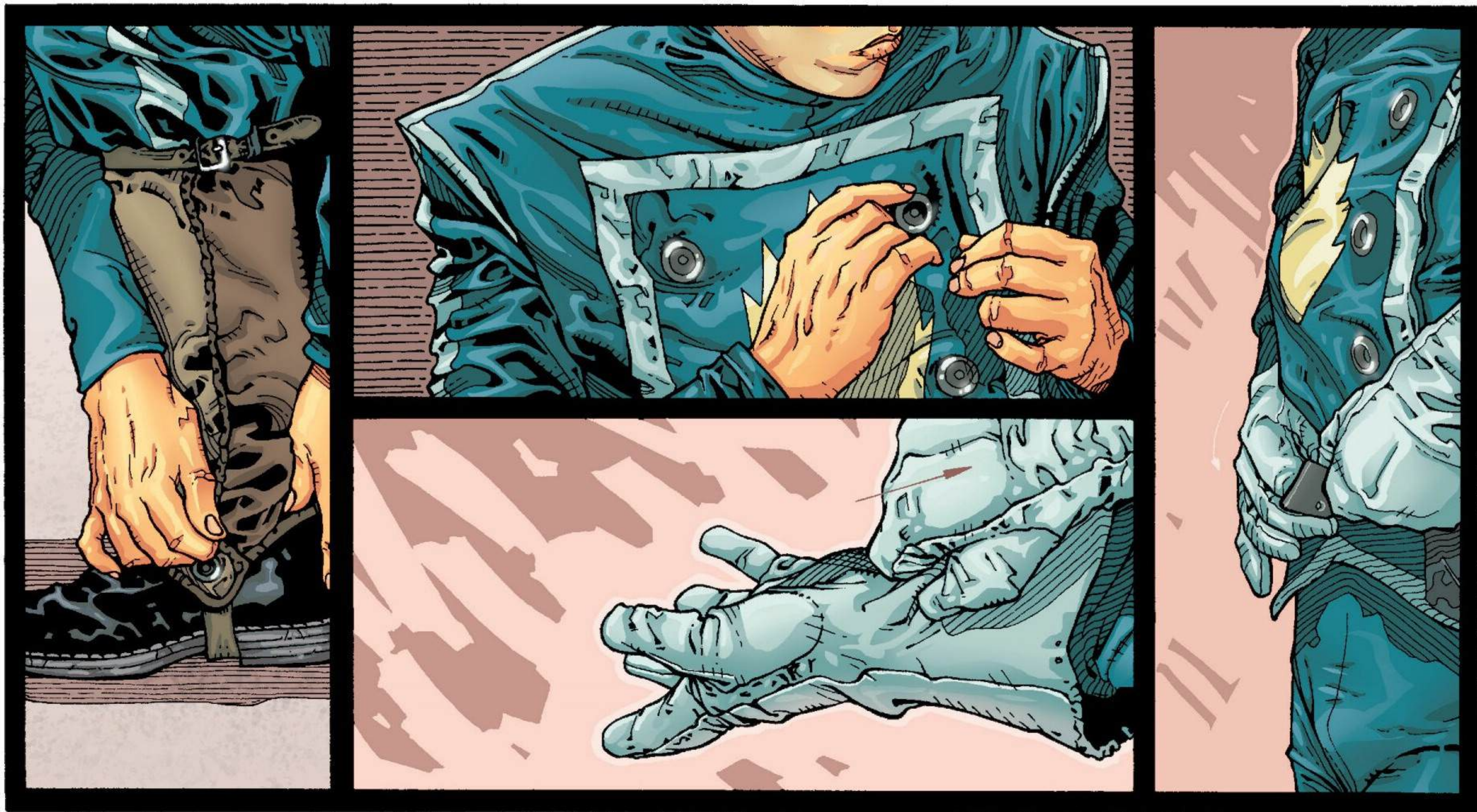
A
WALKING
TREE?!

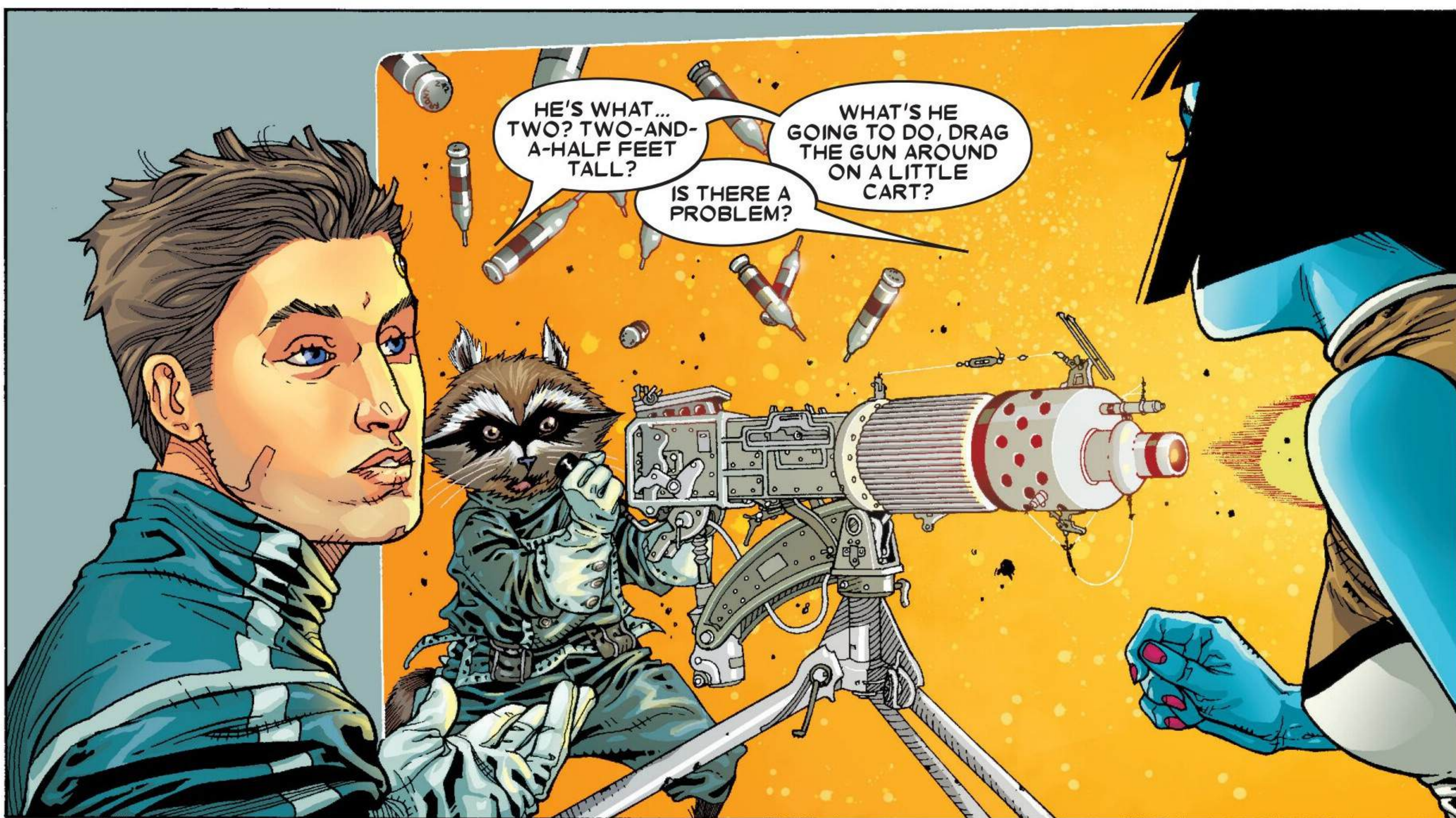
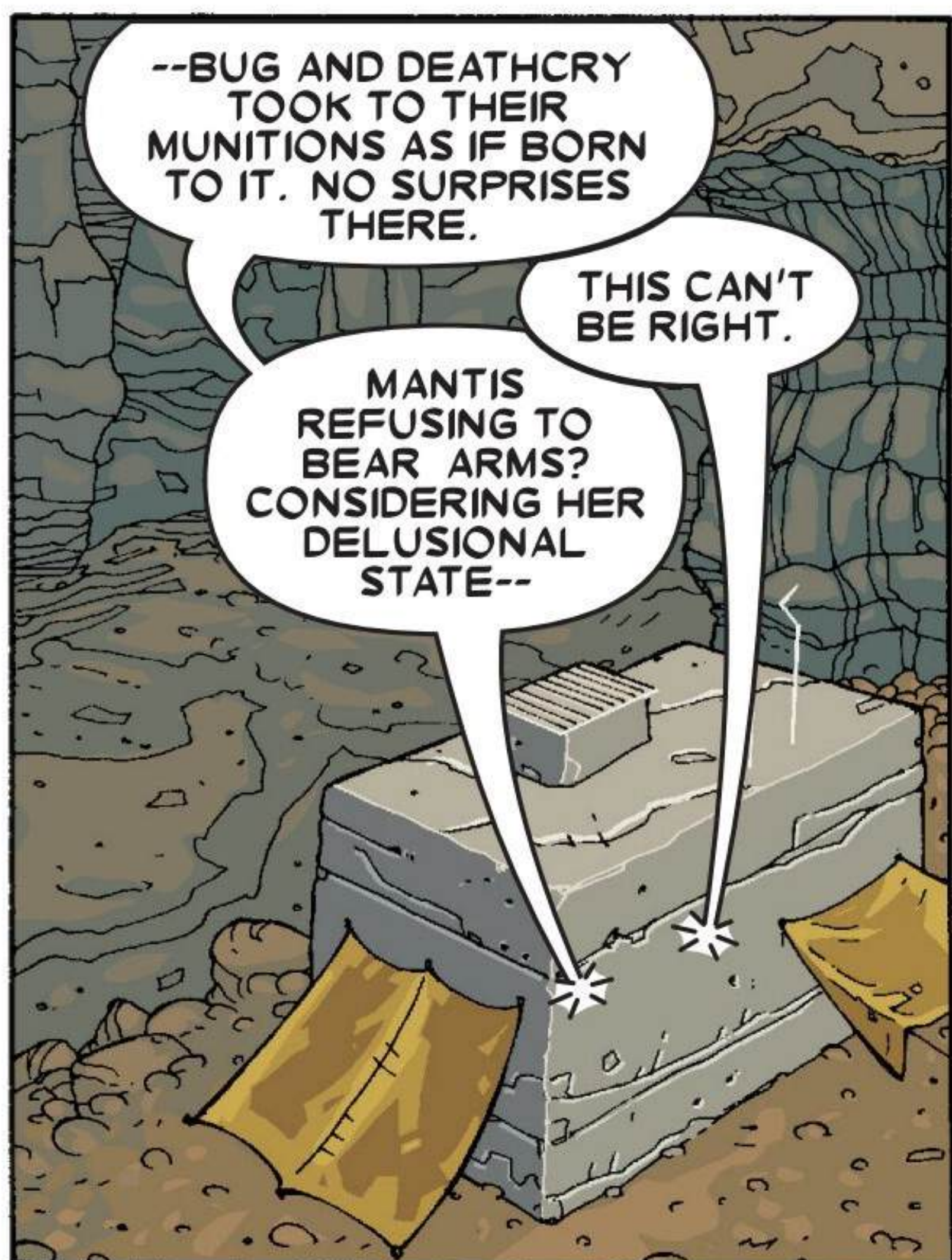


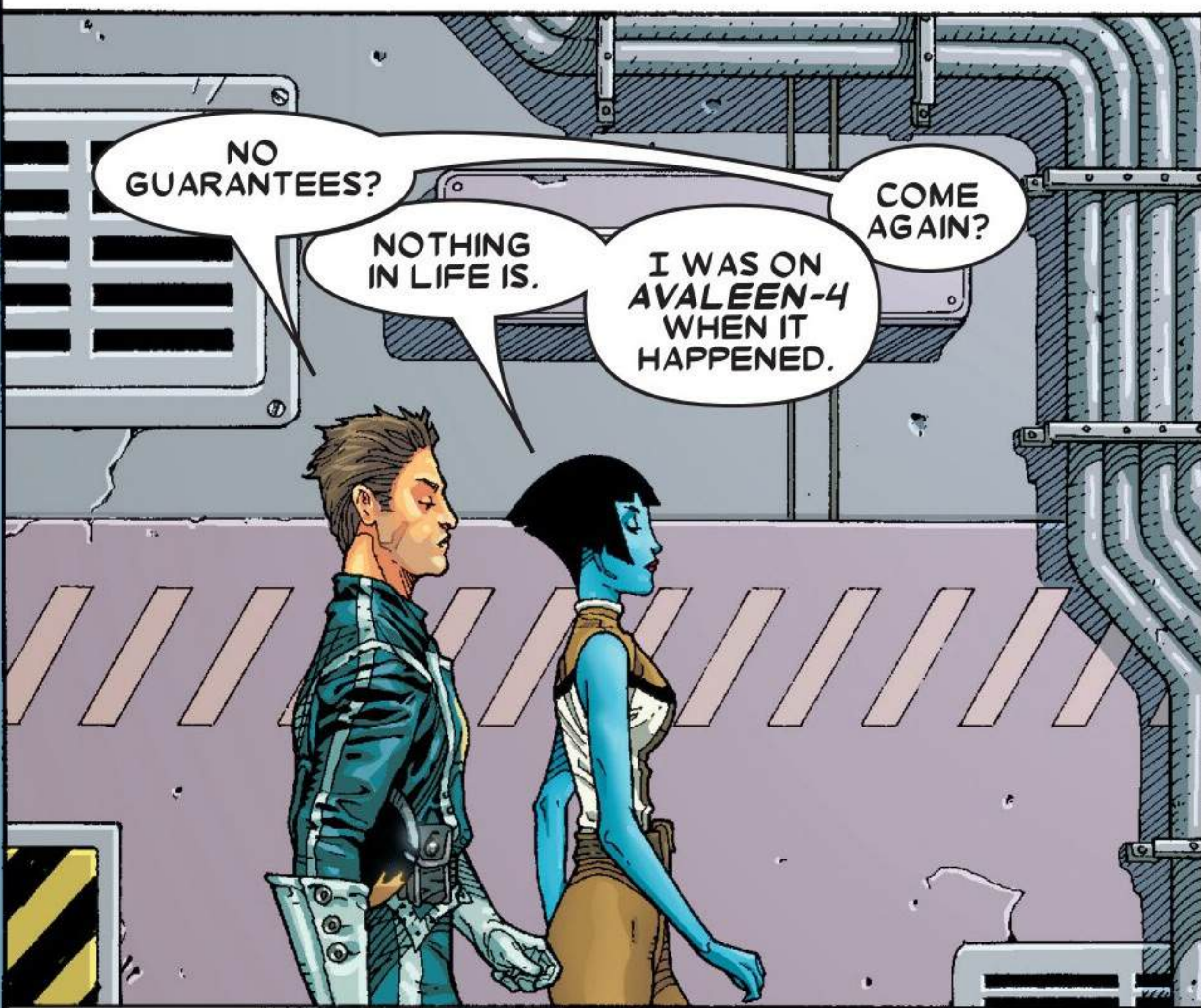
FOUR SQUARE MILES. KREE PRECISION AT WORK, ADMIRAL?















**HALA,
CAPITAL WORLD OF
THE KREE EMPIRE**

UNAUTHORIZED BIOLOGICAL
INSERTION. SCANNING INTRUSIVE
ELEMENTS. ACCESSING CENTRAL
DATA CACHE...

GROOT. FLORA
COLOSSUS.
SUB-HEADING:
ROYAL LINEAGE.

ROCKET RACCOON.
TERRAN LOWER
LIFE FORM/MAMMALIAN.
UPGRADED SENTIENCE.

BUG. KALIKLAK WARRIOR.
ENTOMOLOGICAL BIO-FORM.
SEE ALSO: MICROVERSE.

STAR-LORD. SEE ALSO:
QUILL, PETER. STANDARD
TERRAN. FORMER COSTUMED
ADVENTURER.

CAPTAIN UNIVERSE.
UNI-FORCE WIELDER.
FORMER TERRAN
SOLDIER.

DEATHCRY. SHI'AR
BERSERKER. BIOLOGICALLY
ENHANCED.

MANTIS. SEE ALSO:
CELESTIAL MADONNA.
SKILLED MARTIAL
ARTIST.





GABE, WE'VE GOT TO TAKE THESE PHALANX SENTRIES DOWN AND GET OUT OF SIGHT!

WHO CAME UP WITH THESE DROP COORDINATES? HOW FAR UNTIL THE REPLICATION PLANT?

FIRST THINGS FIRST!

YEE...
TIK...
HAA!

ONE WORD:
UNI-FORCE!

UNI-FORCE?

USE YOUR FARKING POWERS AND CLEAR US A PATH!

THE UNI-FORCE IS CAPABLE OF REARRANGING THE MOLECULES OF ORGANIC AND INORGANIC MATTER. DO AS YOU WILL. BUT BE QUICK ABOUT IT.

UNI-FORCE, A LITTLE TACTICAL HELP HERE?

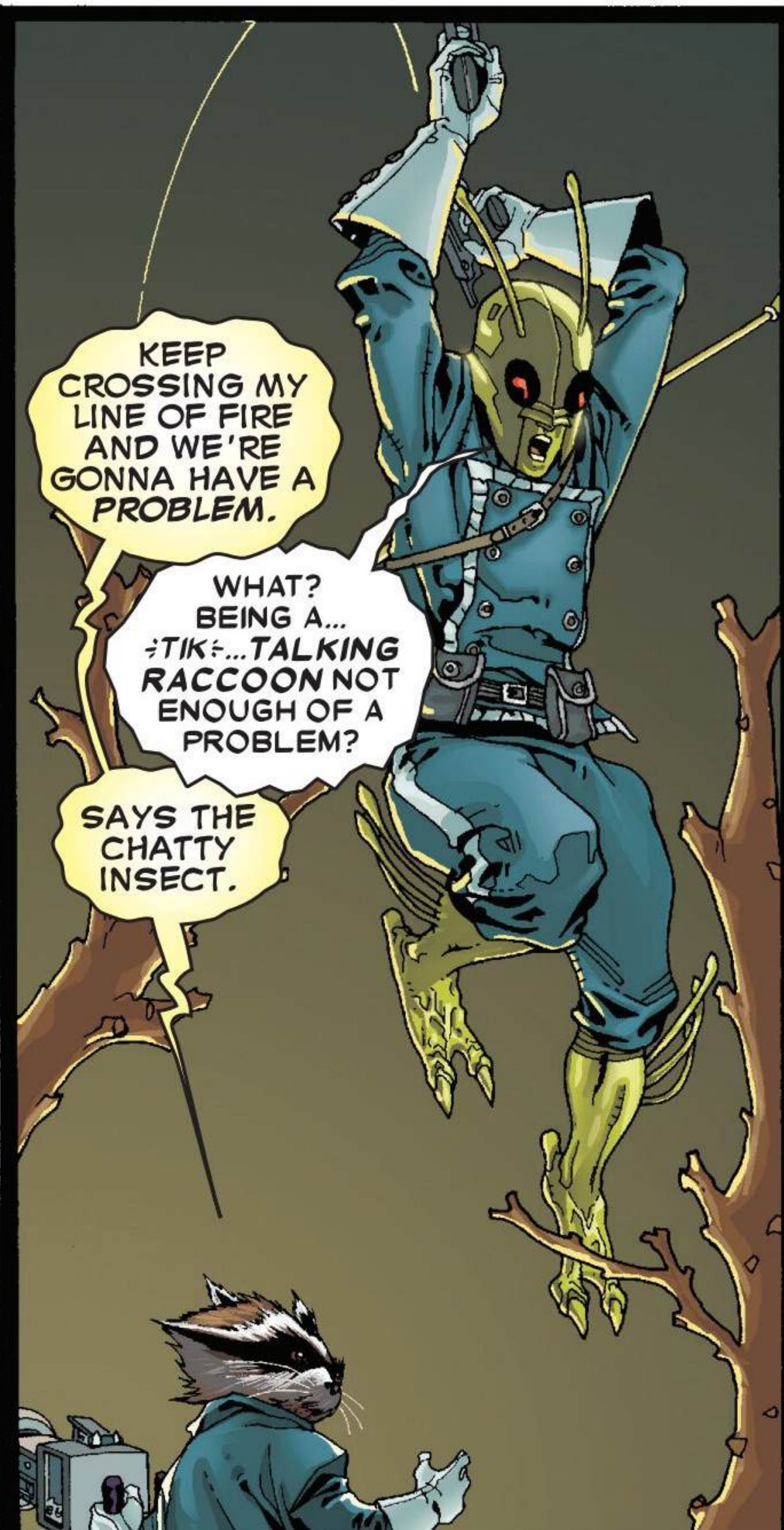
GABRIEL VARGAS, YOU MUST TRANSMUTE THE SENTRIES' INORGANIC STRUCTURE TO INERT MATTER.

FLASH BURST? TAKE 'EM ALL OUT WITH ONE BLAST?

ONLY IF YOU WISH TO COMPROMISE THE STRUCTURAL INTEGRITY OF THE CRATER WE ARE IN.

RIGHT. FRY THEIR GUTS ONE AT A TIME.

SKREEEEEEEE



KEEP CROSSING MY LINE OF FIRE AND WE'RE GONNA HAVE A PROBLEM.

WHAT? BEING A...
TALKING RACCOON NOT ENOUGH OF A PROBLEM?

SAYS THE CHATTY INSECT.



DOES IT STRIKE YOU THAT DEATHCRY IS WAY TOO INTO THIS?

MY...
TALKING...KINDA WOMAN.

WHICH ONE ISN'T?

GOOD POINT.



DAS'T ALL! WHO DESTROYED THIS ONE? THAT WAS MY KILL!

SKREEEEEEEEEEE



WH-BOOM

YOU'RE WELCOME.

TAKE WHAT'S MINE AGAIN AND WE DEATH-DANCE.



LOOK, I WAS ONLY TRYING TO--

"DEATH-DANCE"?

KEEP MOVING! WE NEED TO CREATE SOME DISTANCE IF THIS IS GOING TO WORK!

THIS ONE SEES NO REASON WHY IT SHOULD NOT.



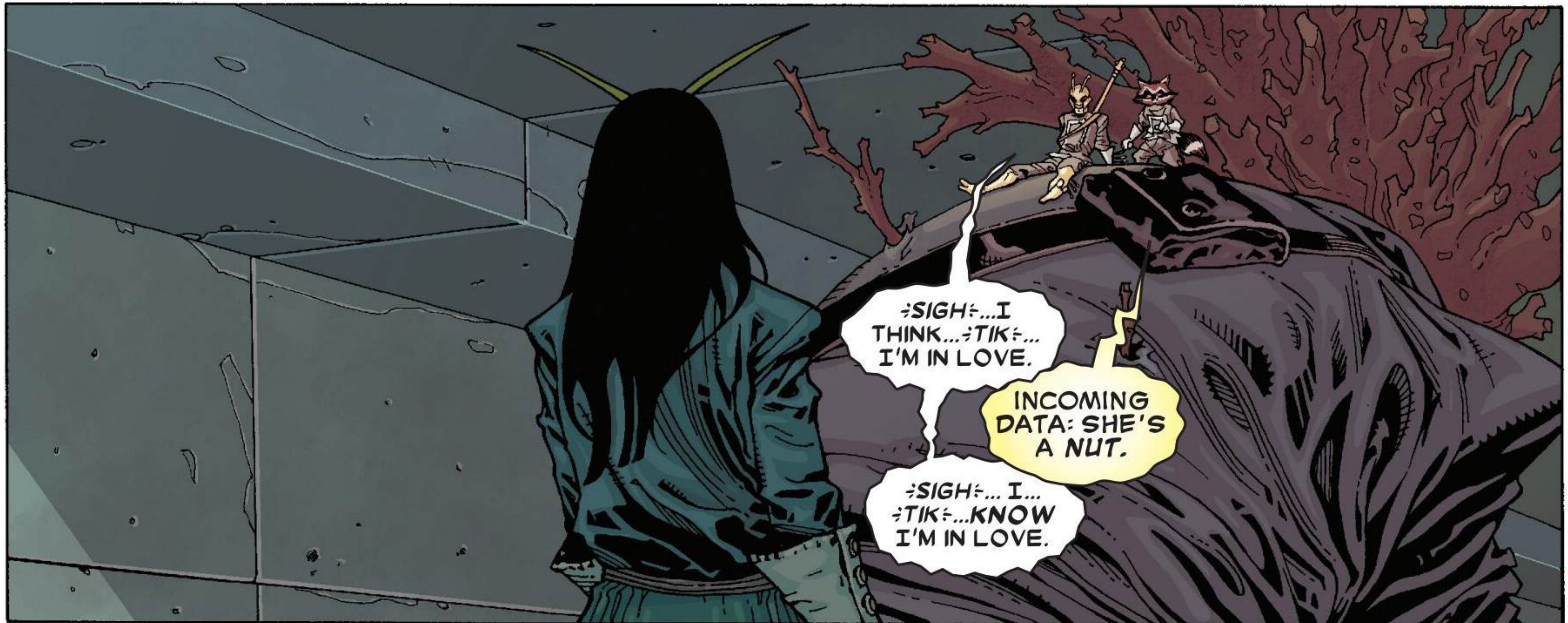
SINCE WE ARE, ESSENTIALLY, **TECHNOLOGY-FREE**, WE SHOULD BE INVISIBLE TO THE PHALANX UNLESS THEY FOLLOW US VISUALLY FROM THE CONFLICT POINT.



BECAUSE OUR UNIFORMS DAMPEN OUR HEAT SIGNATURES, THEY CANNOT TRACE US UNLESS WE UTILIZE TECHNOLOGY.



AND THEREIN LIES OUR **CONUNDRUM**. HOW DO WE DEFEAT A CITY INFESTED WITH PHALANX AND **DESTROY** THEIR REPLICATION MACHINE WITHOUT USING TECHNOLOGY?



~SIGH~...I THINK...~TIK~... I'M IN LOVE.

INCOMING DATA: SHE'S A NUT.

~SIGH~... I... ~TIK~...KNOW I'M IN LOVE.





HE IMPLIED THAT THE SHI'AR WAS **INADEQUATE** TO THE TASK. HE IS LUCKY SHE DID NOT GUT HIM.

WE TALKING HONOR KILL?

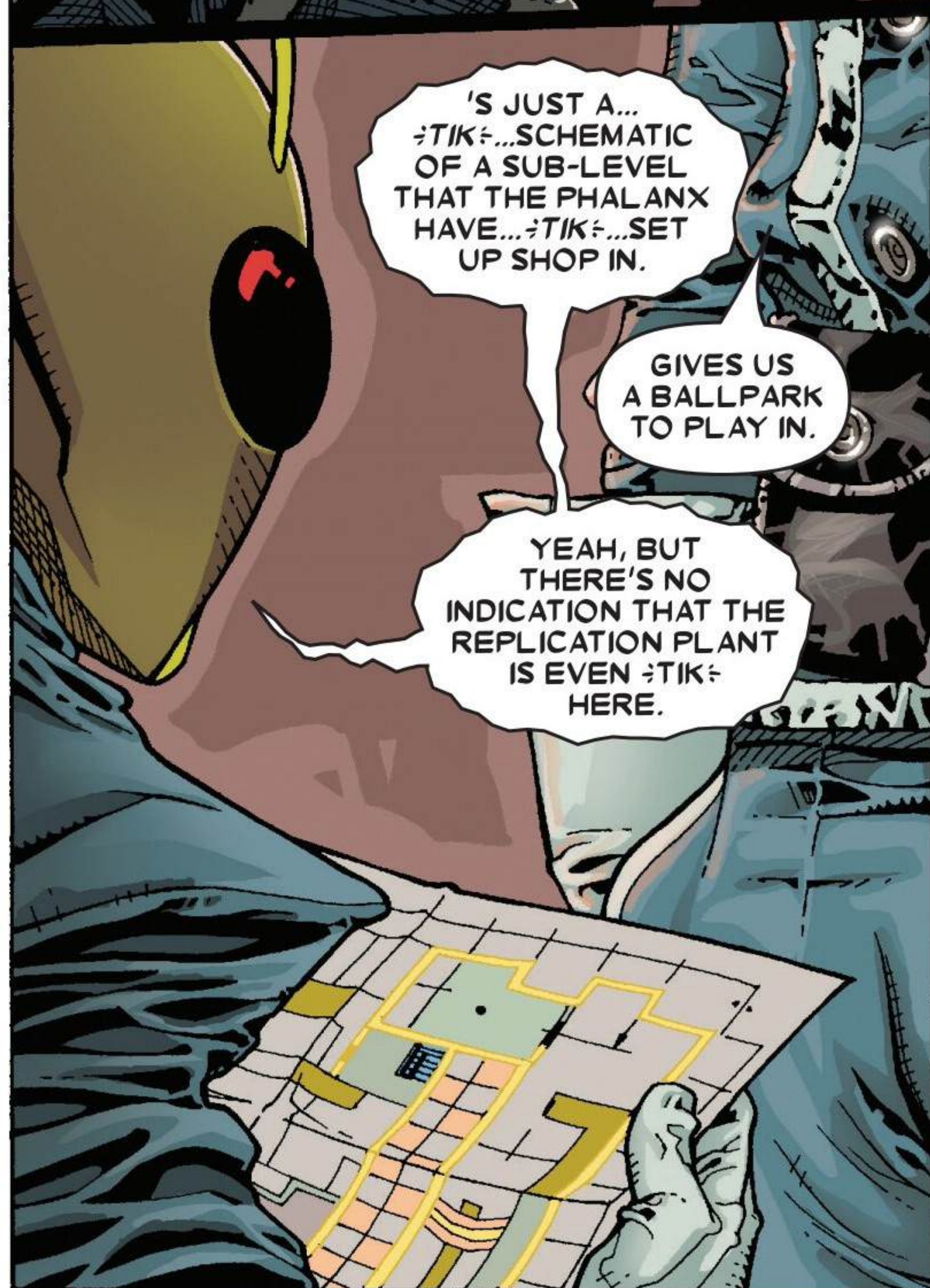
WE ARE.

WONDERFUL.



YO, LOVERBUG, PLEASE TELL ME YOU DIDN'T LOSE THE MAP.

FOR ALL THE...*TIK*... GOOD IT'LL DO.



'S JUST A...*TIK*...SCHEMATIC OF A SUB-LEVEL THAT THE PHALANX HAVE...*TIK*...SET UP SHOP IN.

GIVES US A BALLPARK TO PLAY IN.

YEAH, BUT THERE'S NO INDICATION THAT THE REPLICATION PLANT IS EVEN *TIK* HERE.



SO WE WANDER AROUND LOOKING FOR SOMETHING THAT WE MIGHT NOT EVEN RECOGNIZE WHEN WE SEE IT?

SOMETHING LIKE THAT.

GLAD TO KNOW THIS "MISSION" WAS SO WELL THOUGHT THROUGH.

THERE'S KREE EFFICIENCY FOR YOU.

WHAT ABOUT THE "CELESTIAL MADONNA" THERE? SHE ...*TIK*... SEEMS TO KNOW QUITE A BIT ABOUT THIS PHALANX.

MY GUESS IS SHE'S THE ONLY ONE WHO BOTHERED TO READ THE MISSION BRIEF.

PHALANX NERVE CENTER

PRIORITY DATA INCOMING.
ACCESSING...SUBJECT:
UNAUTHORIZED BIOLOGICAL
INSERTION.

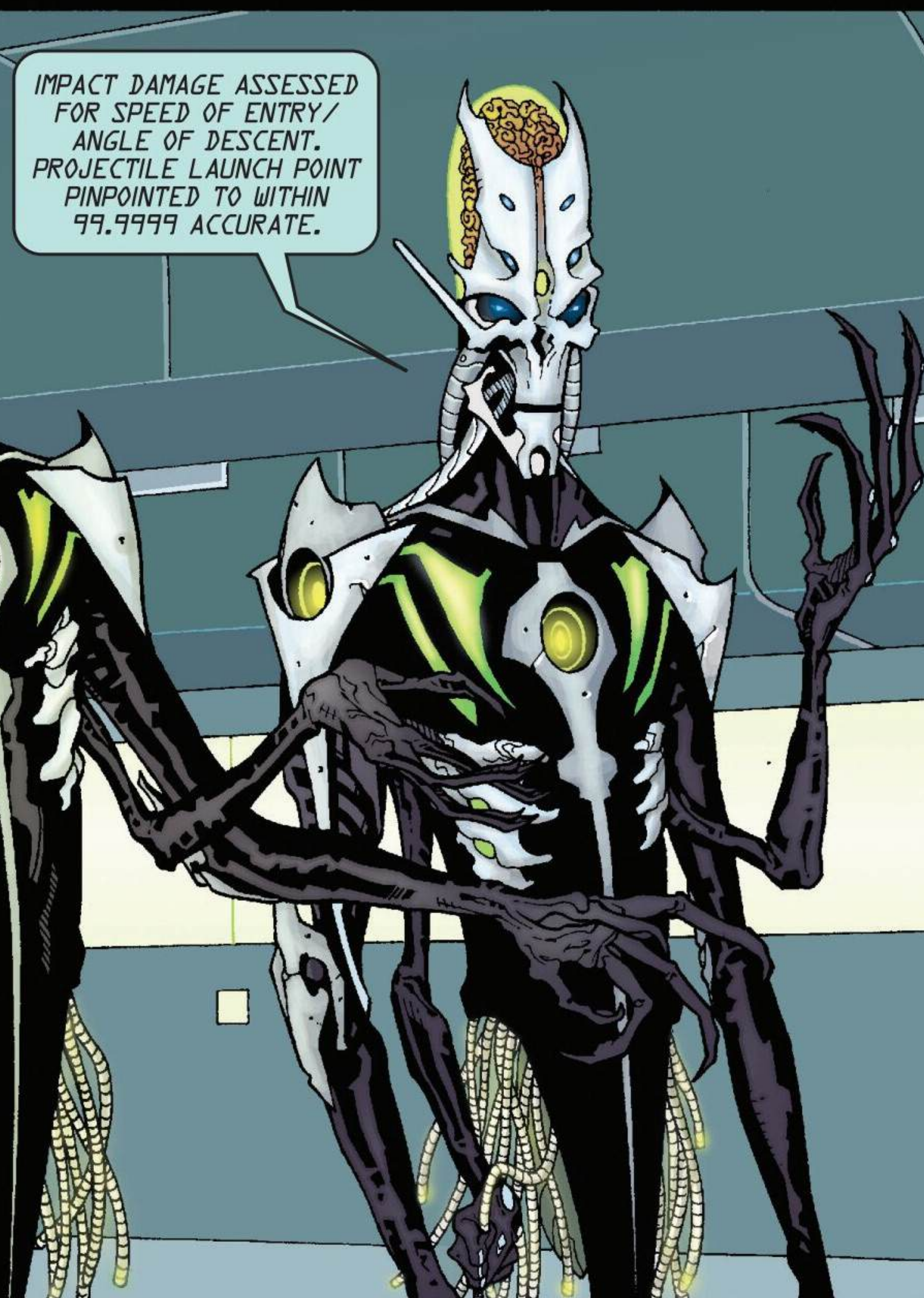
LINEAR PROGRESSION OF EVENTS...TIME
STAMP 0944: PROJECTILE OF UNKNOWN
ORIGIN TOUCHES DOWN AT GRID MARKER
987. 0944.87: SEERS DISPATCHED TO
INVESTIGATE. 0945: SEERS ENGAGE
SEVEN BIOLOGICAL ANOMALIES.

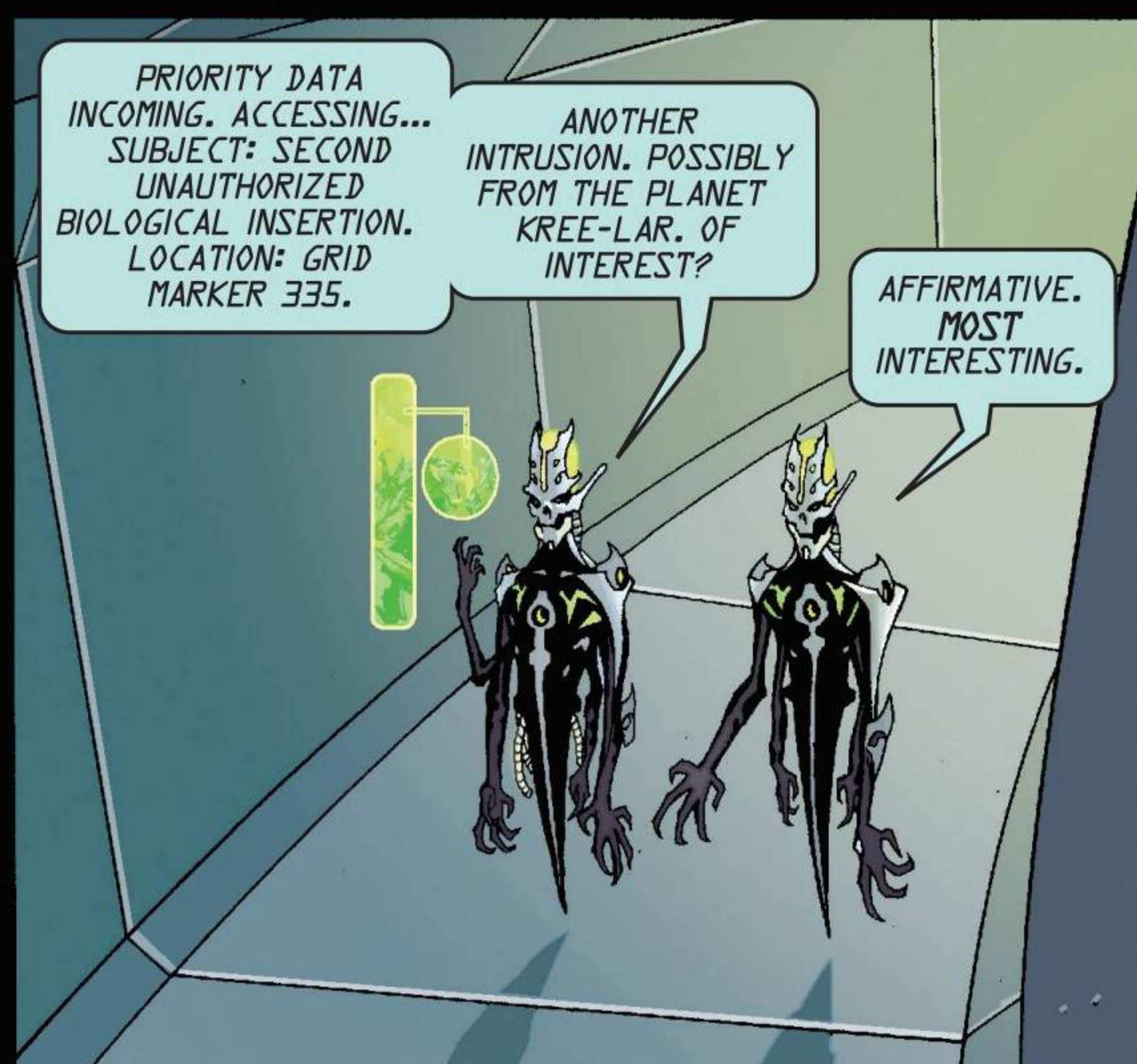
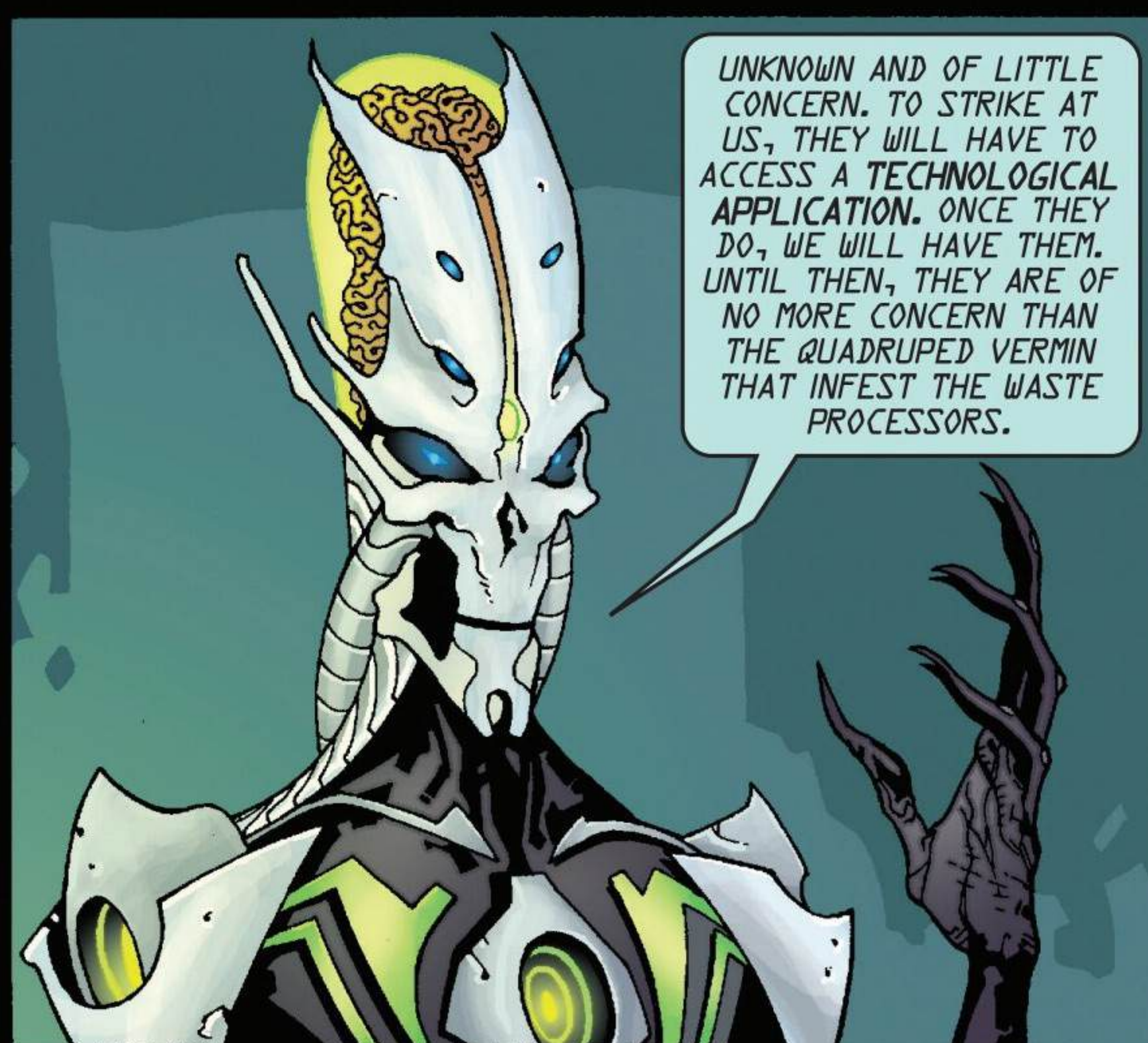
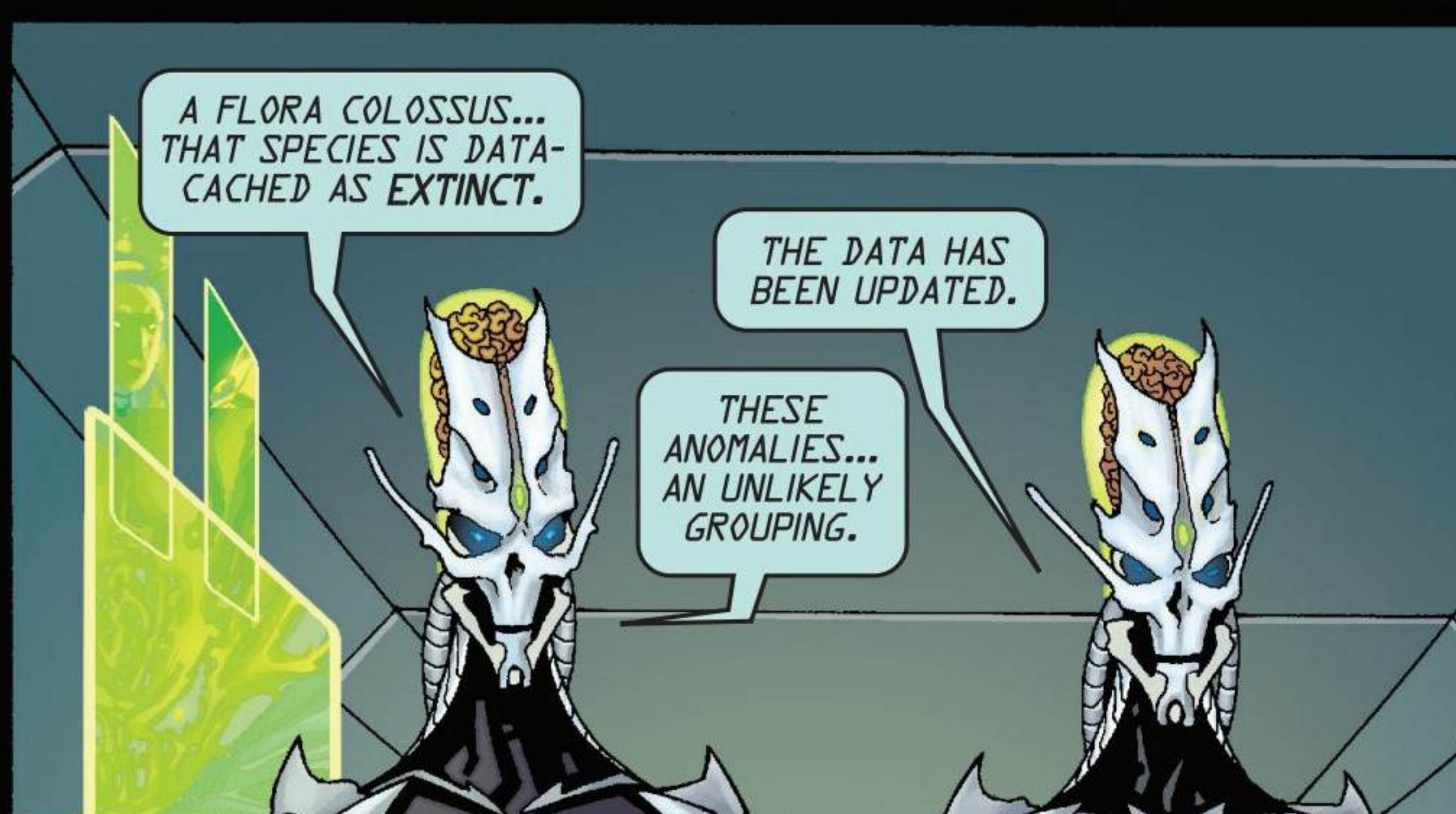
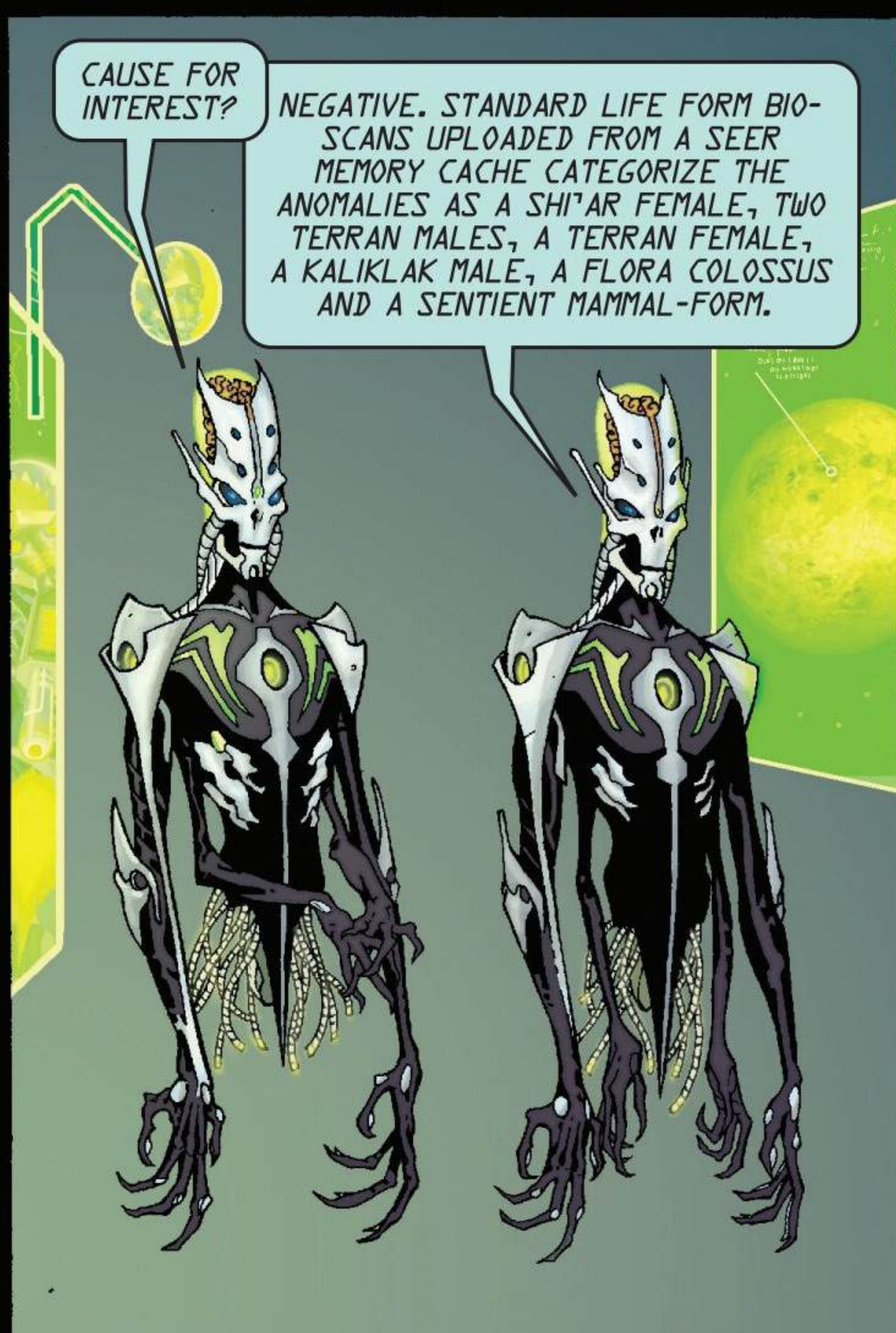
0947: SEERS RENDERED INOPERABLE.
PRELIMINARY ANALYSIS INDICATES SYSTEM
FAILURE DUE TO MASSIVE, INERT
MATTER. LINE-OF-SIGHT FIX ON BIOLOGICAL
ANOMALIES LOST. TECHNOLOGY
TRACE NEGATIVE.



TRAJECTORY OF
THE INSERTION
PROJECTILE?

IMPACT DAMAGE ASSESSED
FOR SPEED OF ENTRY/
ANGLE OF DESCENT.
PROJECTILE LAUNCH POINT
PINPOINTED TO WITHIN
99.9999 ACCURATE.







--GONNA HAVE TO...*TIK*... DO BETTER THAN, "WE'LL KNOW IT WHEN WE SEE IT".

THEIR WORDS, NOT MINE.

SO... EXACTLY WHAT SHOULD A ...*TIK*... PHALANX BIO-TECH REPRODUCTION FACILITY LOOK LIKE?

GOOD QUESTION. LOOK FOR SOMETHING THAT COULD SEED THE GALAXY WITH VIRAL BOMBS.



DUE RESPECT, SIR, BUT I DON'T THINK WE'LL FIND IT THIS FAR UNDER. WE'RE GOING TO HAVE TO RECON THE UPPER ACTIVE LEVELS.

PATH OF LEAST RESISTANCE, GABE. LET'S GET WELL INTO WHERE WE HAVE TO BE BEFORE STIRRING UP THE HORNET'S NEST.



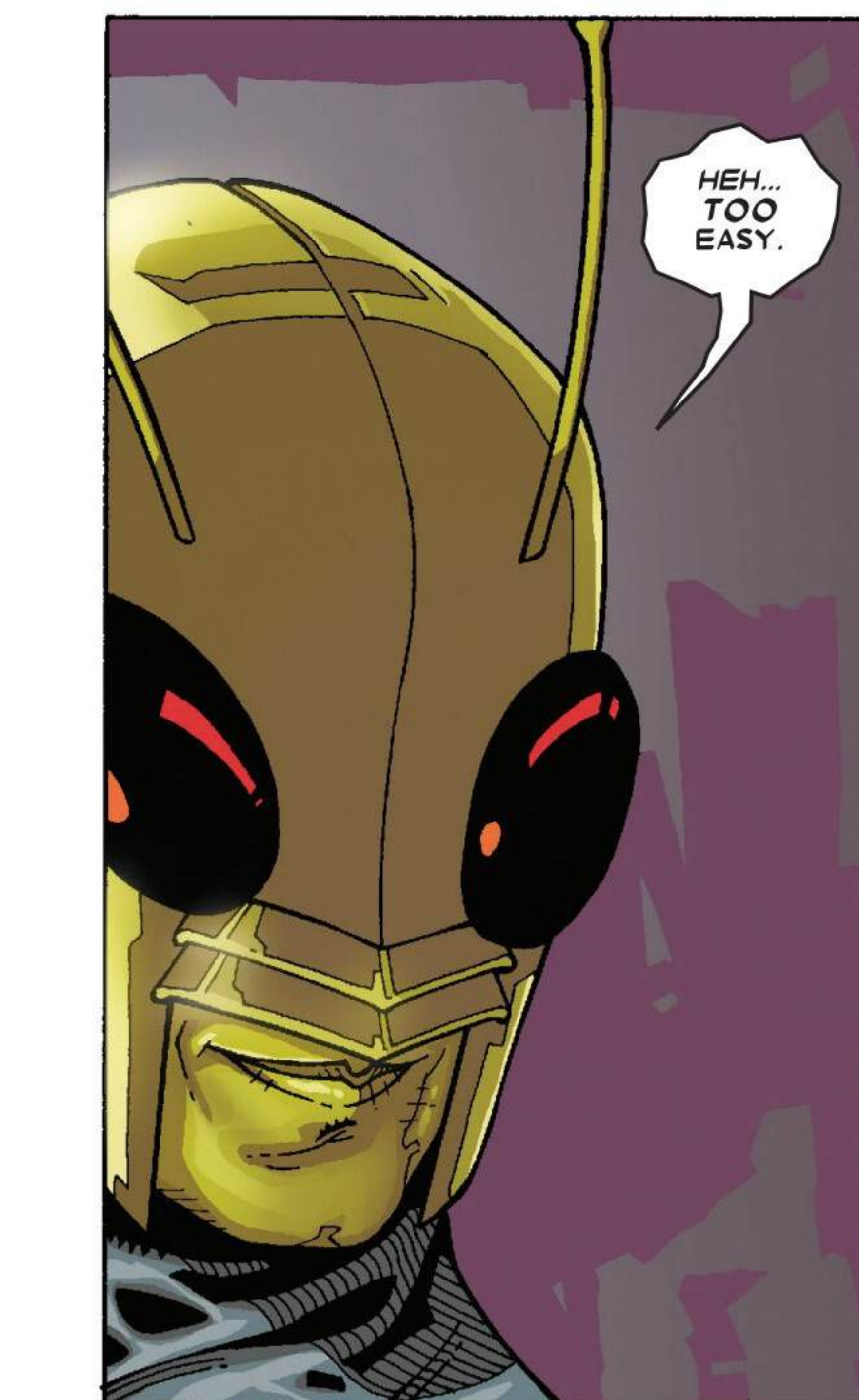
WATCH THAT. SOME OF MY ...*TIK*... BEST FRIENDS ARE HORNETS.

REALLY?

HAS ANYONE CONSIDERED THE POSSIBILITY OF MICRO-MINIATURIZATION?

THE PHALANX ARE AN AGGRESSIVELY EVOLVING SPECIES. HOW MUCH SPACE WOULD THEY NEED TO MODIFY THEIR PRIMARY DIRECTIVE FOR WIDE-SCALE DISSEMINATION?

I WAS THINKING THAT MYSELF.



HEH... TOO EASY.



YEAH...*TIK*... RIGHT.

DON'T MISS A THING, DO YOU?

PART OF MY ...*TIK*... CHARM.



NO OFFENSE, BUT ...
YOUR CONSTANT GLARING
IS **REALLY** STARTING
TO CREEP ME OUT.

GOOD.



THIS IS **FUTILE**.
WE WANDER THESE
RUINS TO NO AVAIL..
FUTILITY IS
BENEATH
GROOT.



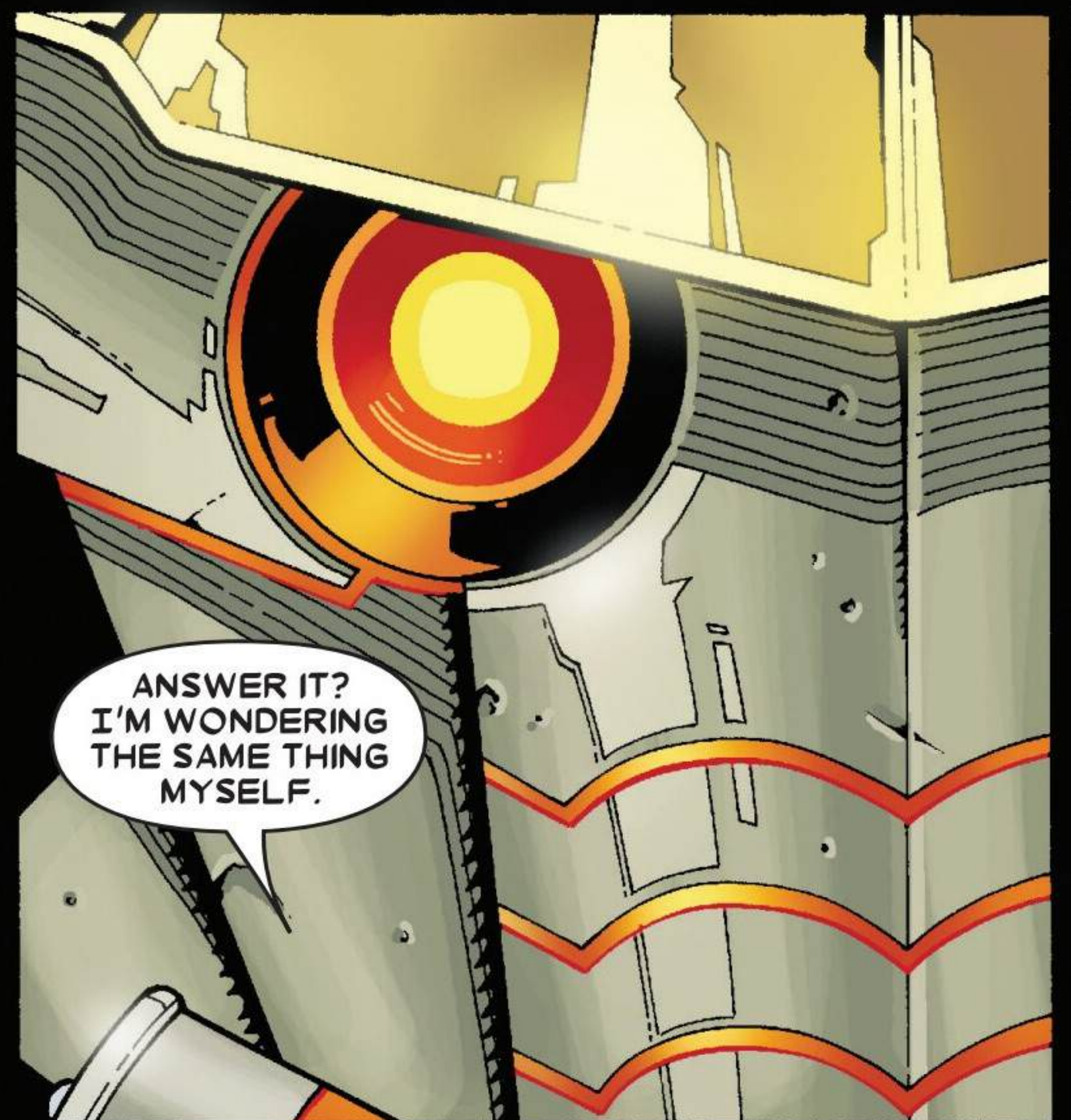
STEADY,
YOUR HIGHNESS.
THIS'LL ALL
MAKE SENSE,
SOON.

YO! THIS
IS ALL GONNA
MAKE SENSE,
SOON, RIGHT?

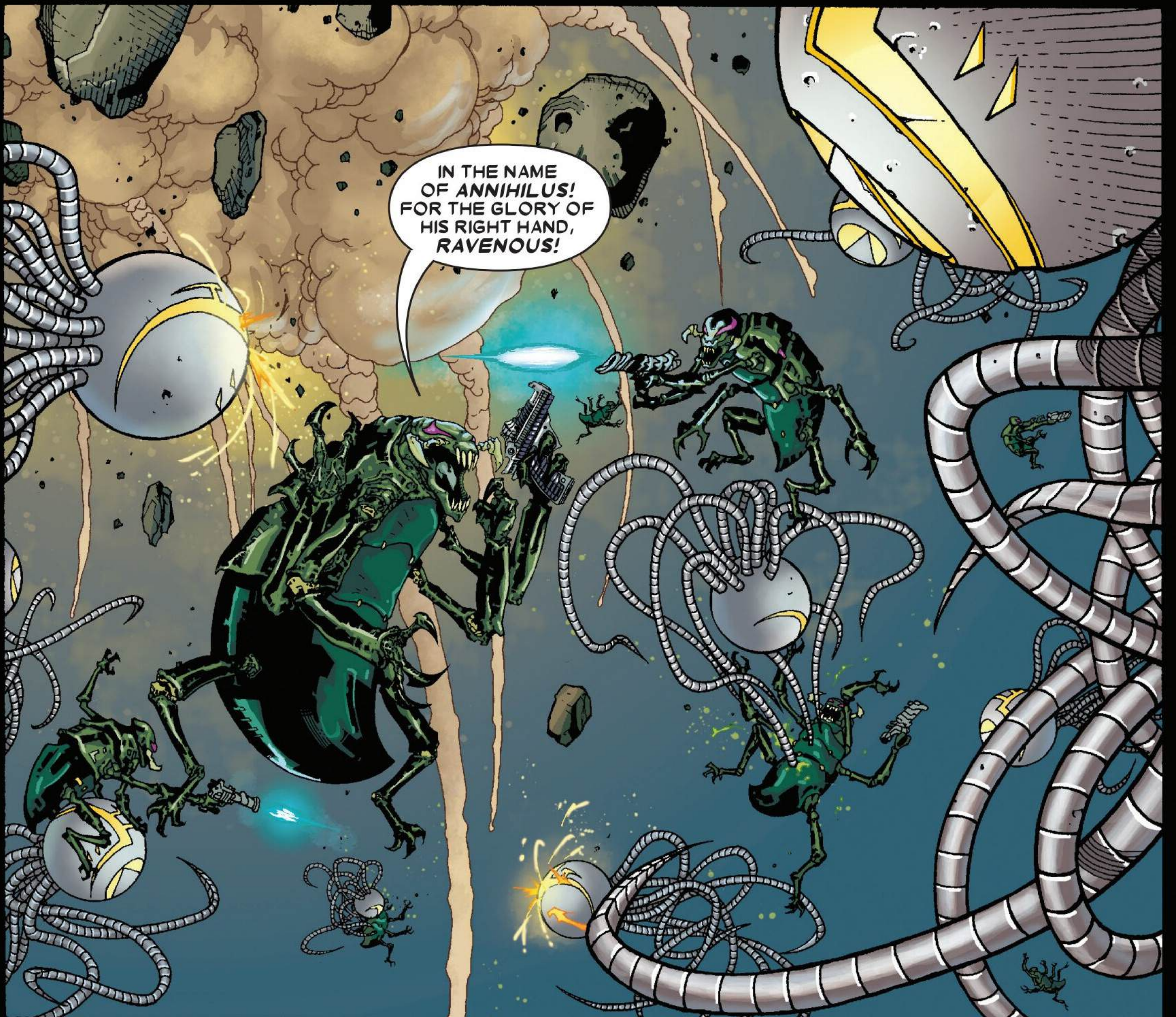


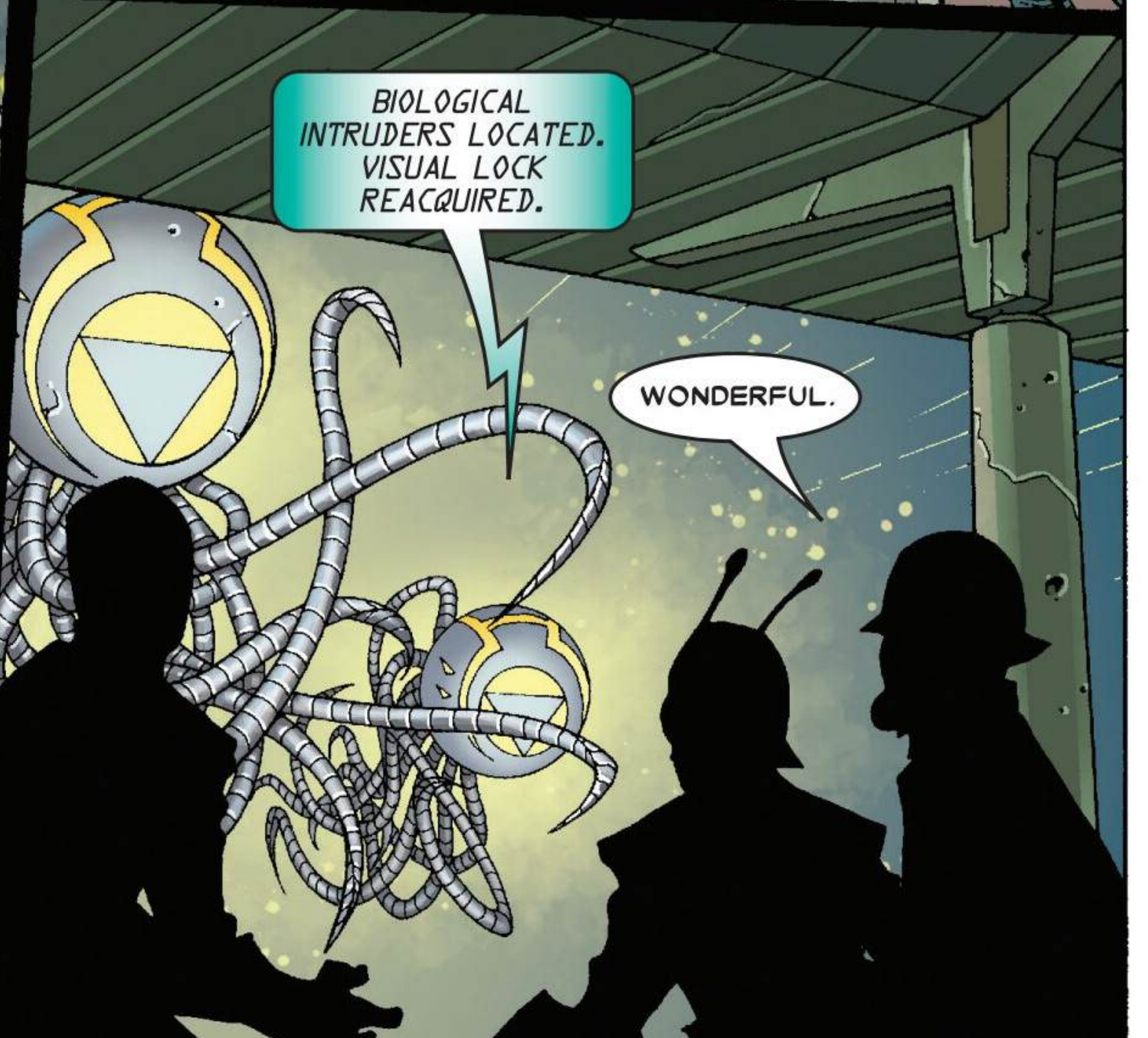
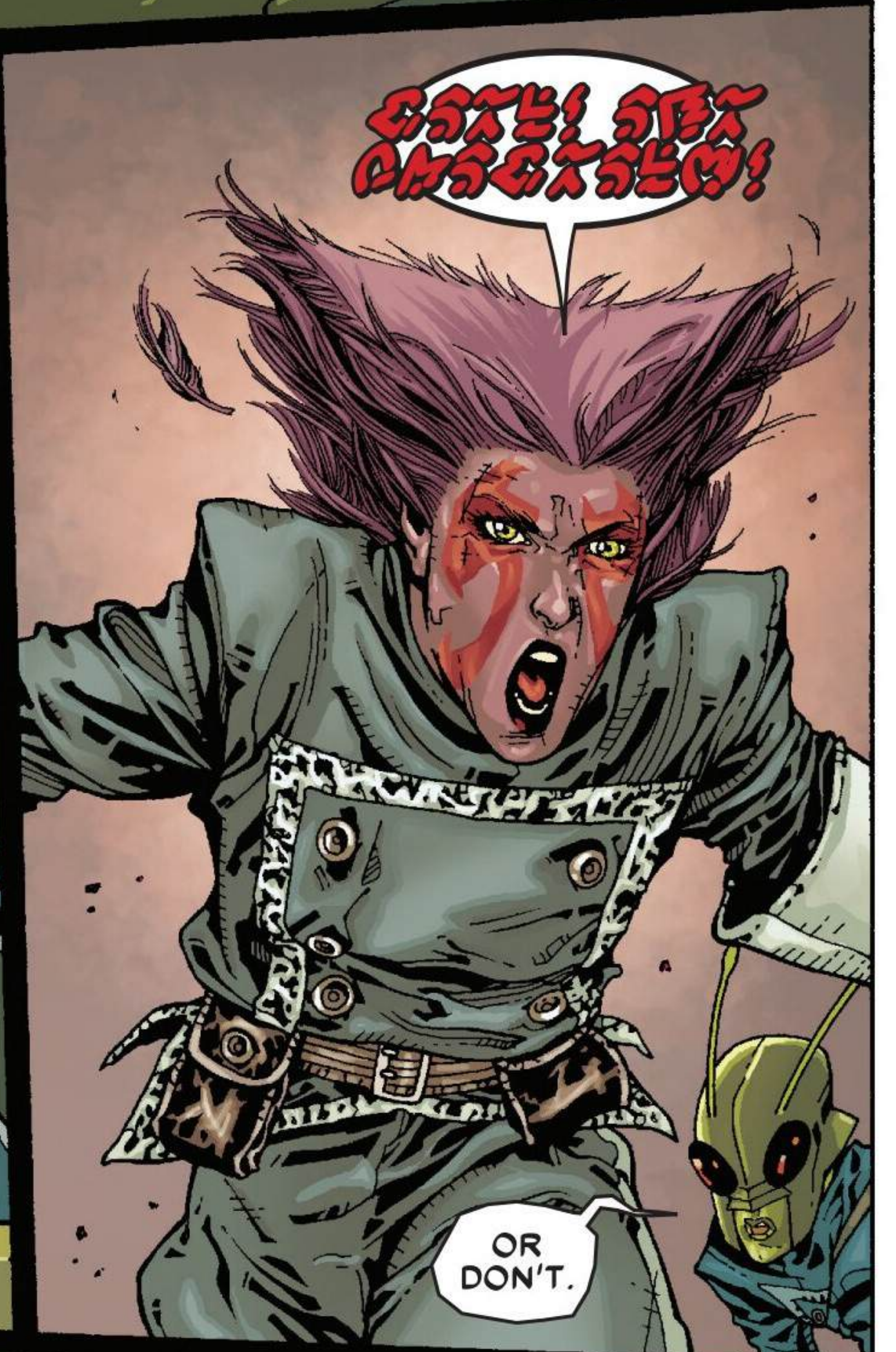
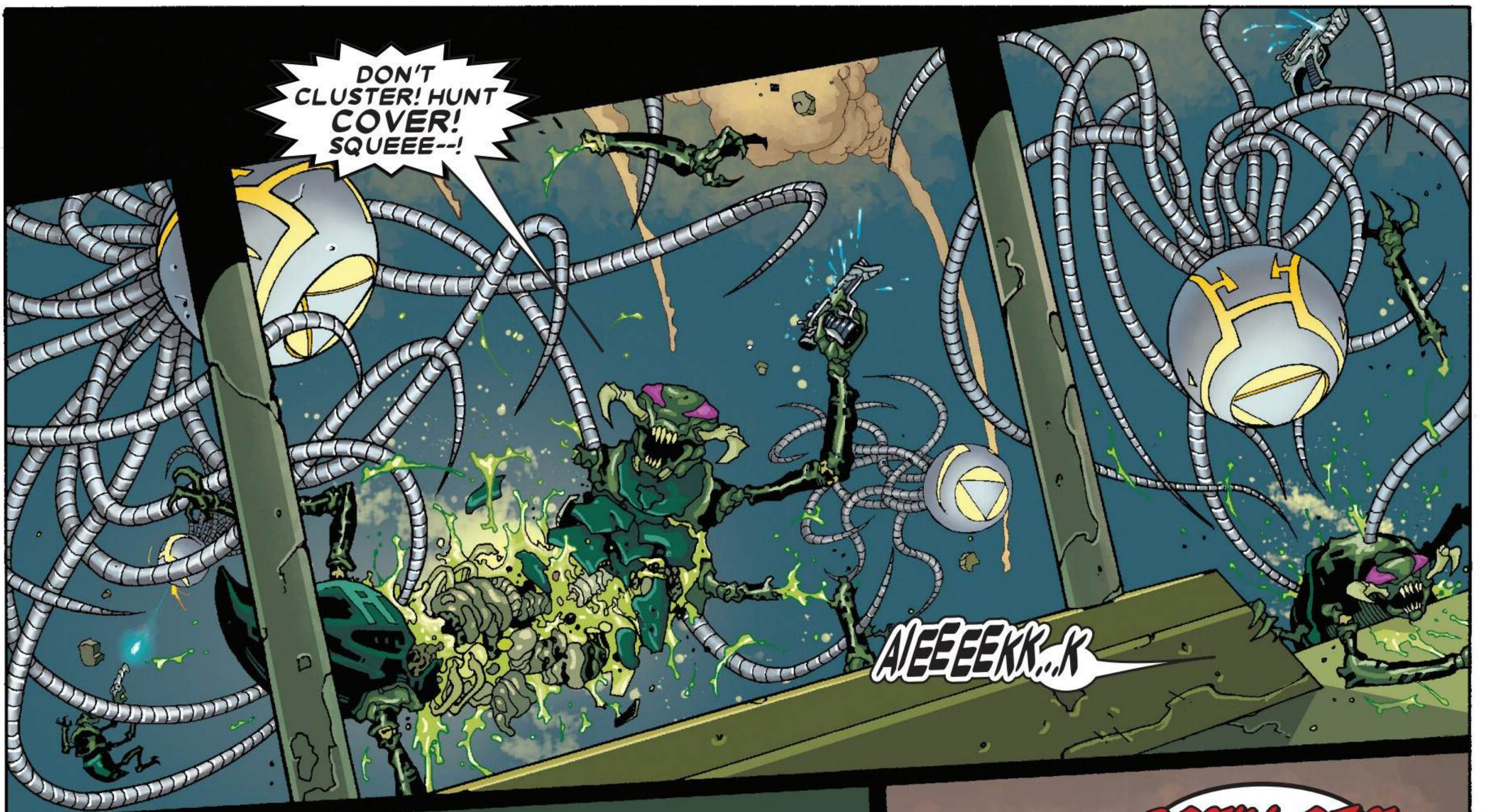
MAP.

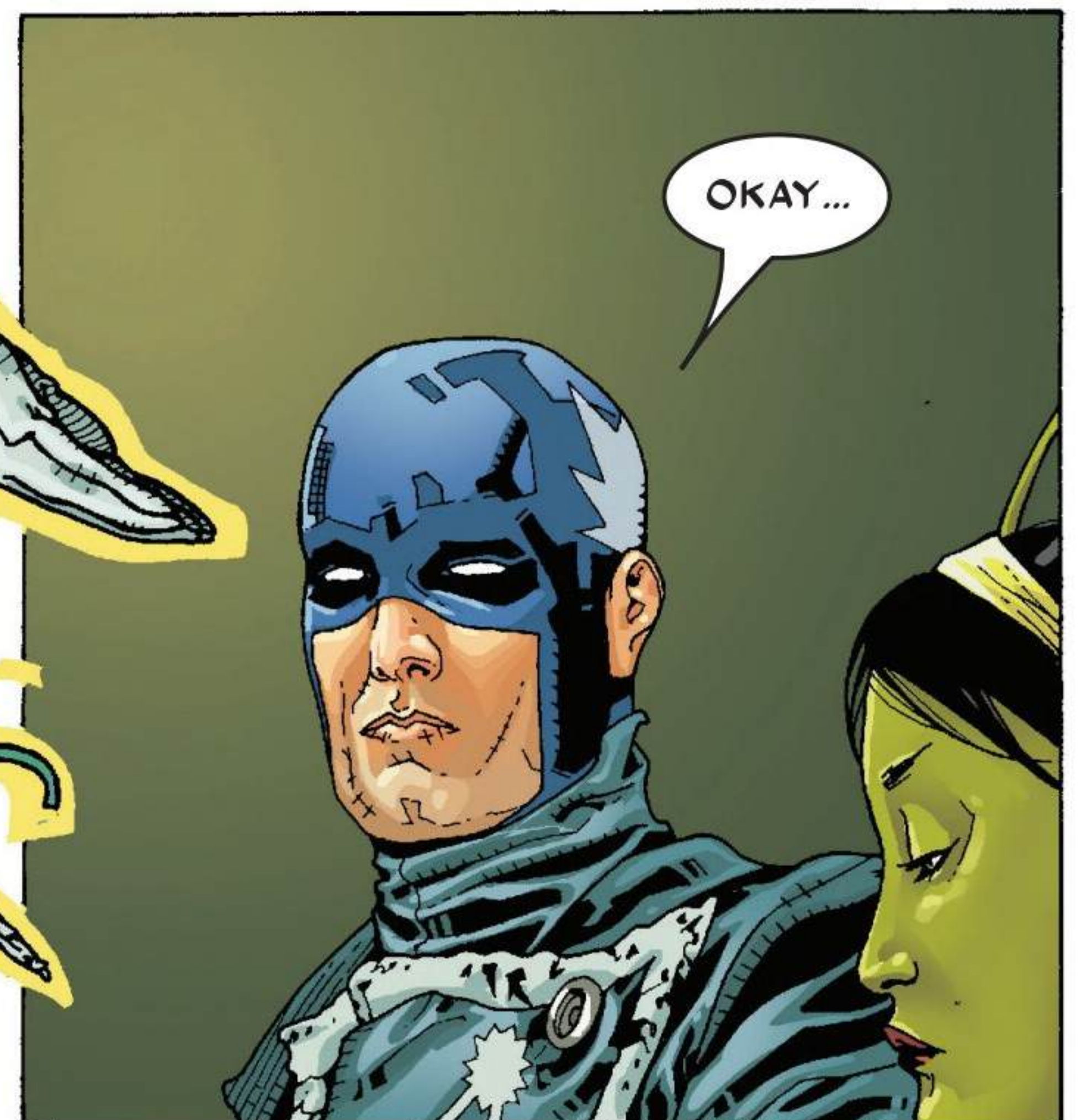
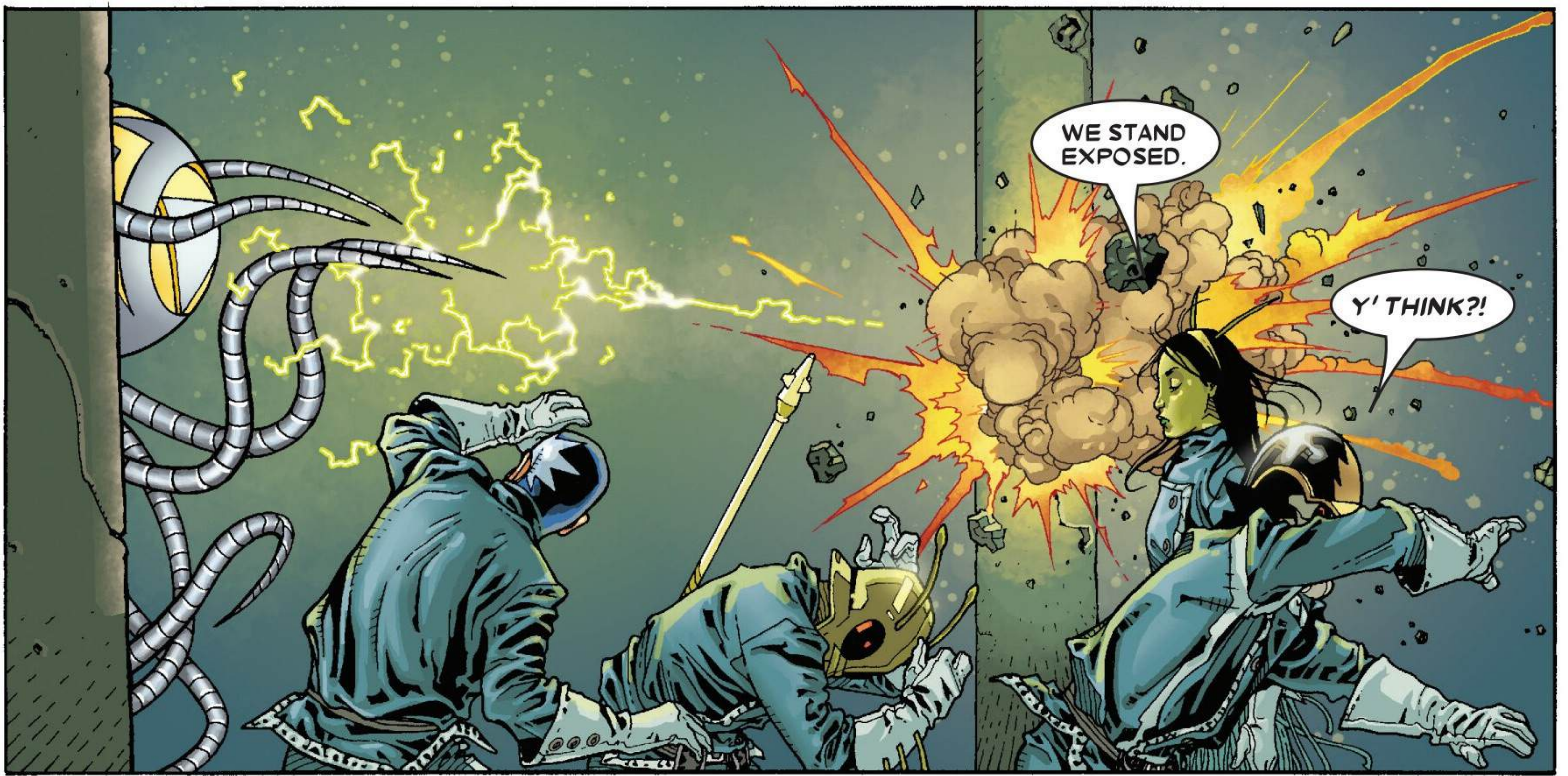
NOT
GONNA...**TIK**...
ANSWER HIS
QUESTION?



ANSWER IT?
I'M WONDERING
THE SAME THING
MYSELF.



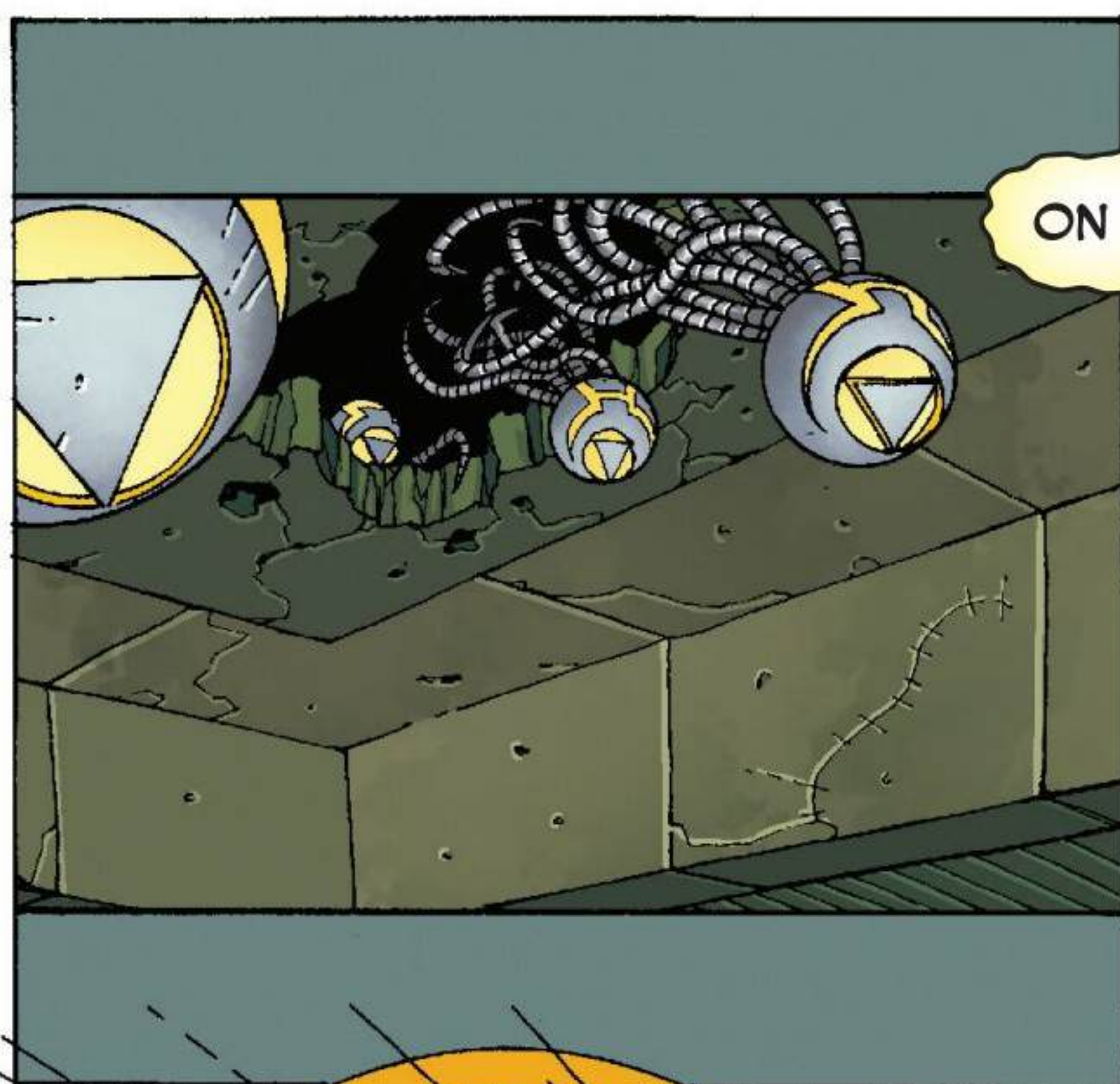






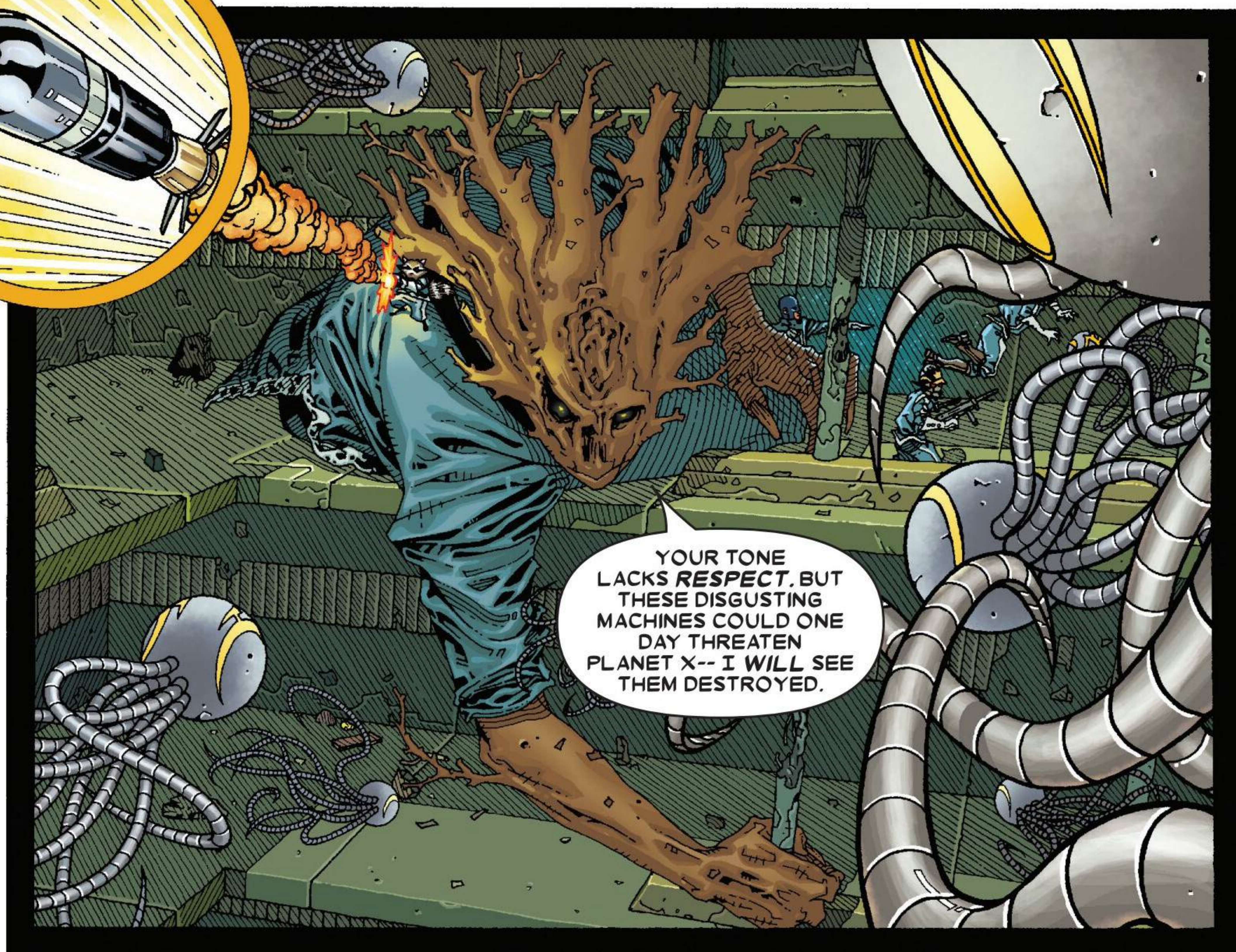
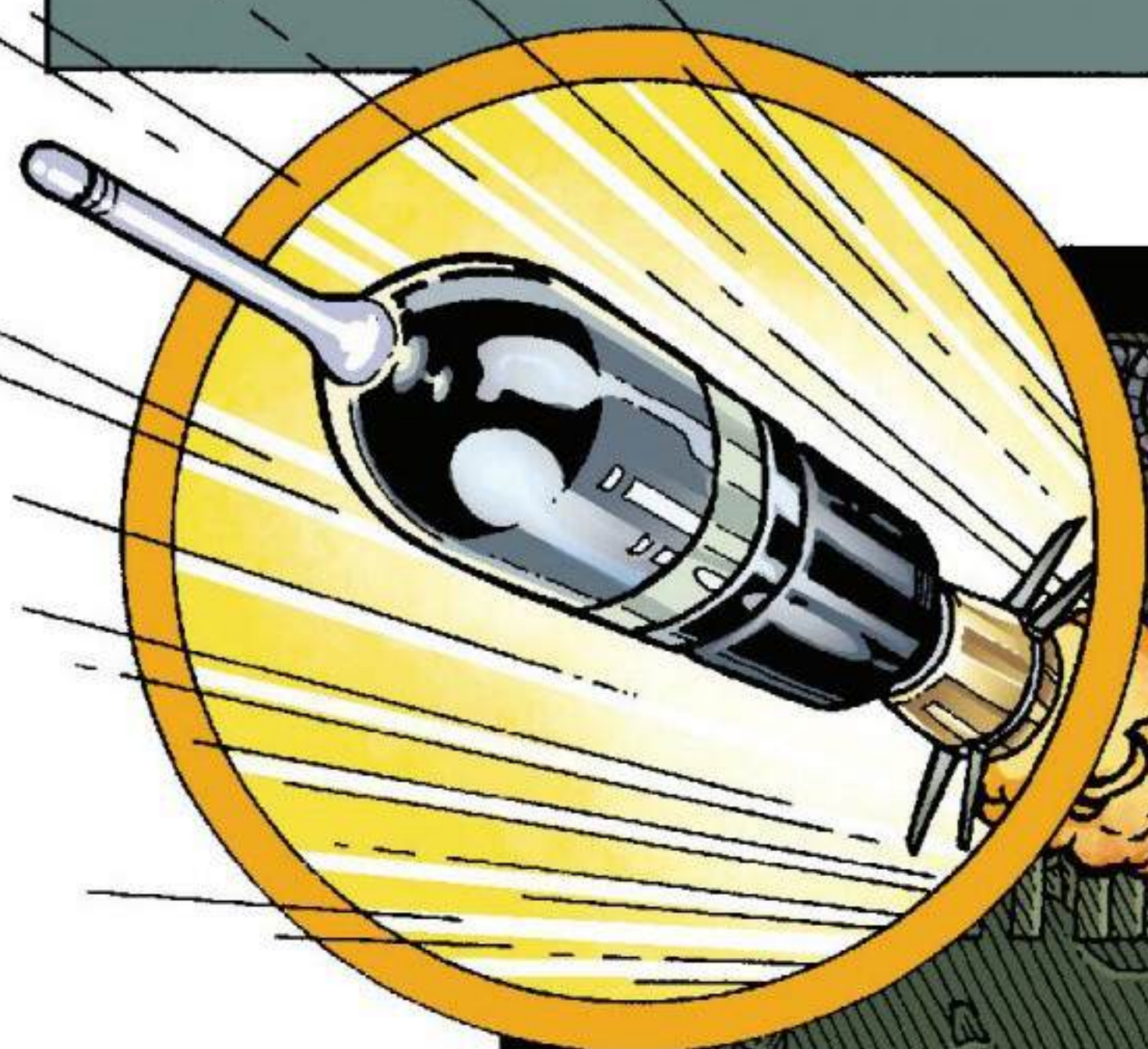
HUNT
COVER!

ROCKET! SEAL
OFF THAT DAS'T
HOLE IN THE
ROOF! THEY'RE
SWARMING IN!

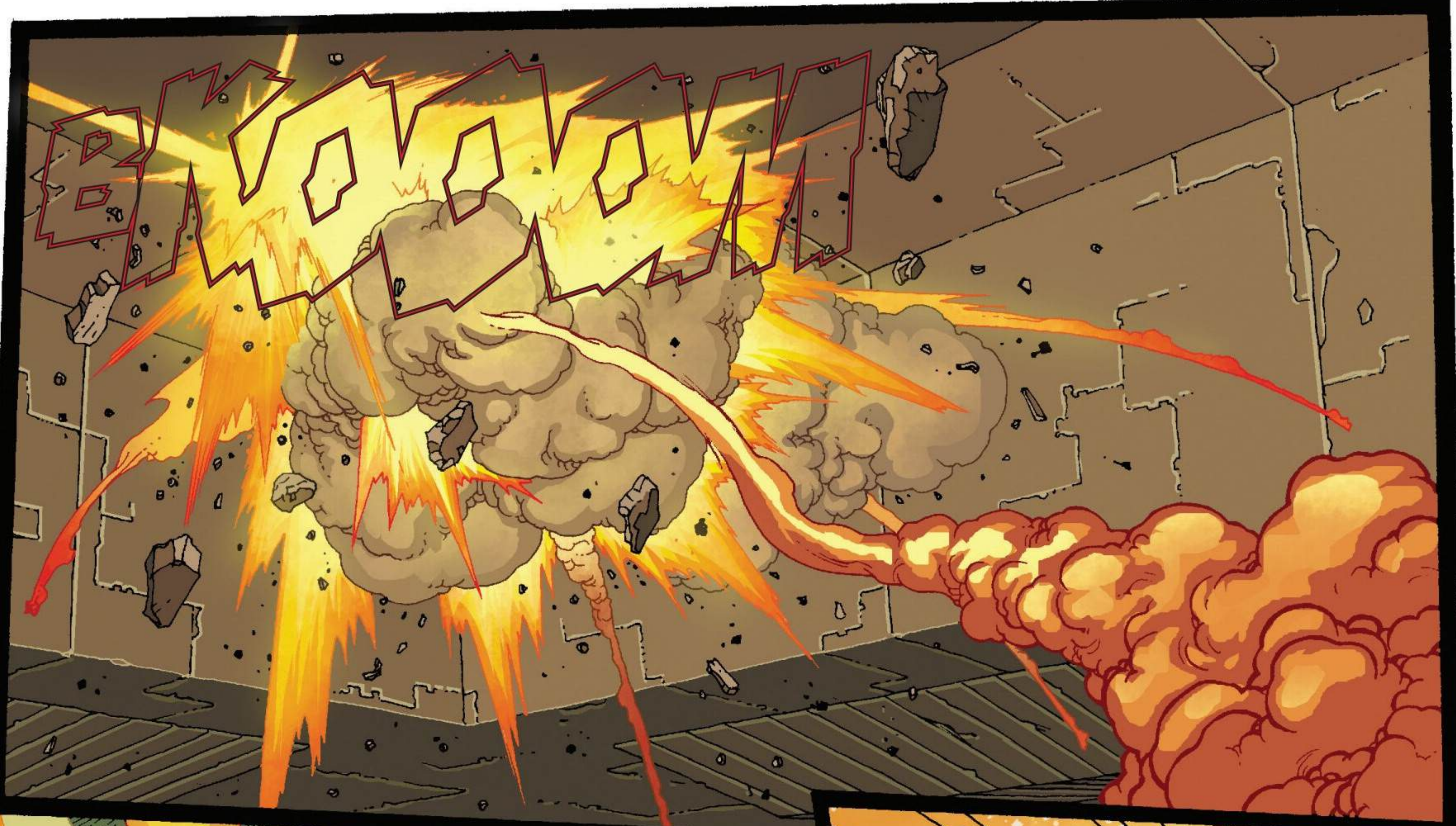


ON IT!

YOU WANNA
CUT ME A BREAK
HERE, YOUR
MAJESTY? STEADY
UP SO'S I CAN
AIM!



YOUR TONE
LACKS *RESPECT*. BUT
THESE DISGUSTING
MACHINES COULD ONE
DAY THREATEN
PLANET X-- I WILL SEE
THEM DESTROYED.



WHRRR-RRRUNCH



OOPS.



WATCH
FOR FALLING
DEBRIS!



NEXT TIME YOU
FREAKS FROM KREE-LAR
DECIDE TO THROW
A PARTY, LOSE OUR
INVITATIONS!



I DO NOT
RECALL OUR
LORD RAVENOUS
EXTENDING ANY
INVITATIONS.

THESE
PHALANX...
VERY
FORMIDABLE.

MAKES YOU
LONG FOR THE
DAY WE FOUGHT
EACH OTHER,
NO?

NO!

OUR WEAPONS
KEEP RESETTING TO
NON-LETHAL!

THEY'RE
÷TIK÷...TECH-
INFECTED!
DITCH THEM!

AND STAND
HELPLESS?

YOU'RE
ALREADY
STANDING
HELP--

NEVER ...
÷TIK÷...
MIND.

KRUNCH

SHHHK-KKT



ROCKET!
GATHER ON
ME! SPREAD
THE WORD!

THIS PIPE
OVER HERE IS
OUR TICKET
OUT.



KEEP
MY SEAT
WARM!

IMPUDENT
VERMIN.



'SCUSE
ME.



PARDON
ME.

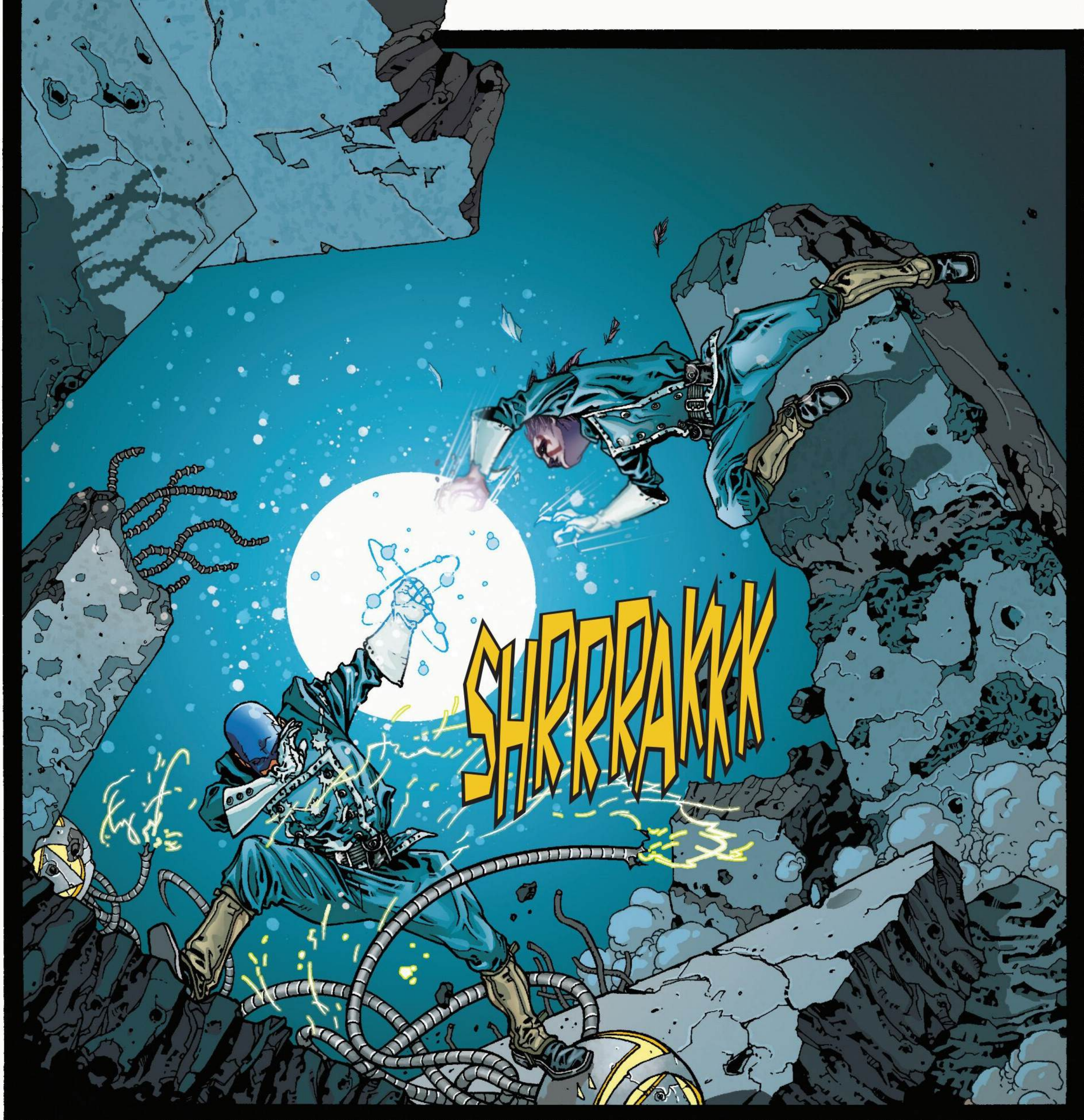


HEAD TO
STAR-LORD!
NOW!



CAPTAIN
UNIVERSE! DEATHCRY!
STOP FLIRTING AND...
-TIK-...GET A
MOVE-ON!

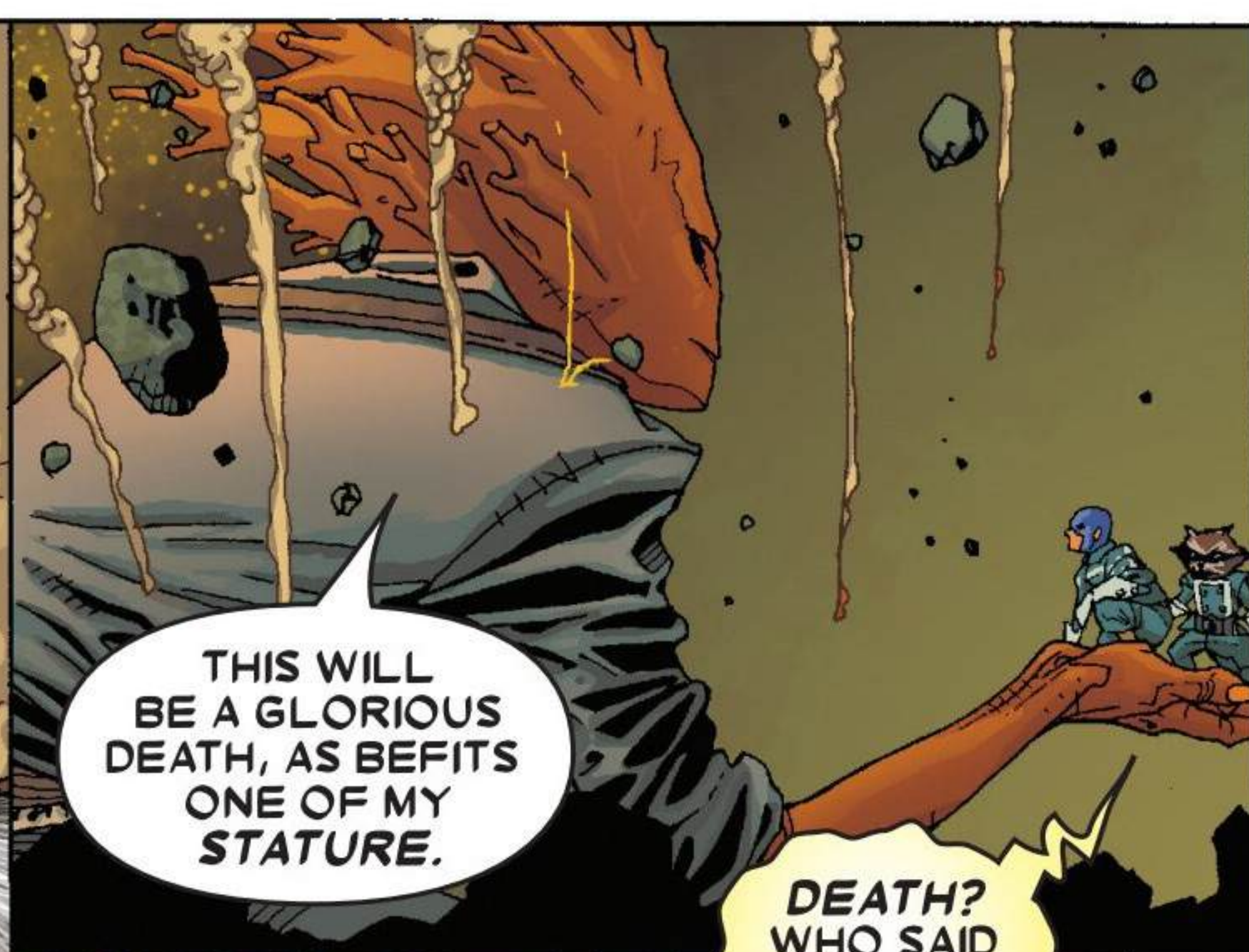






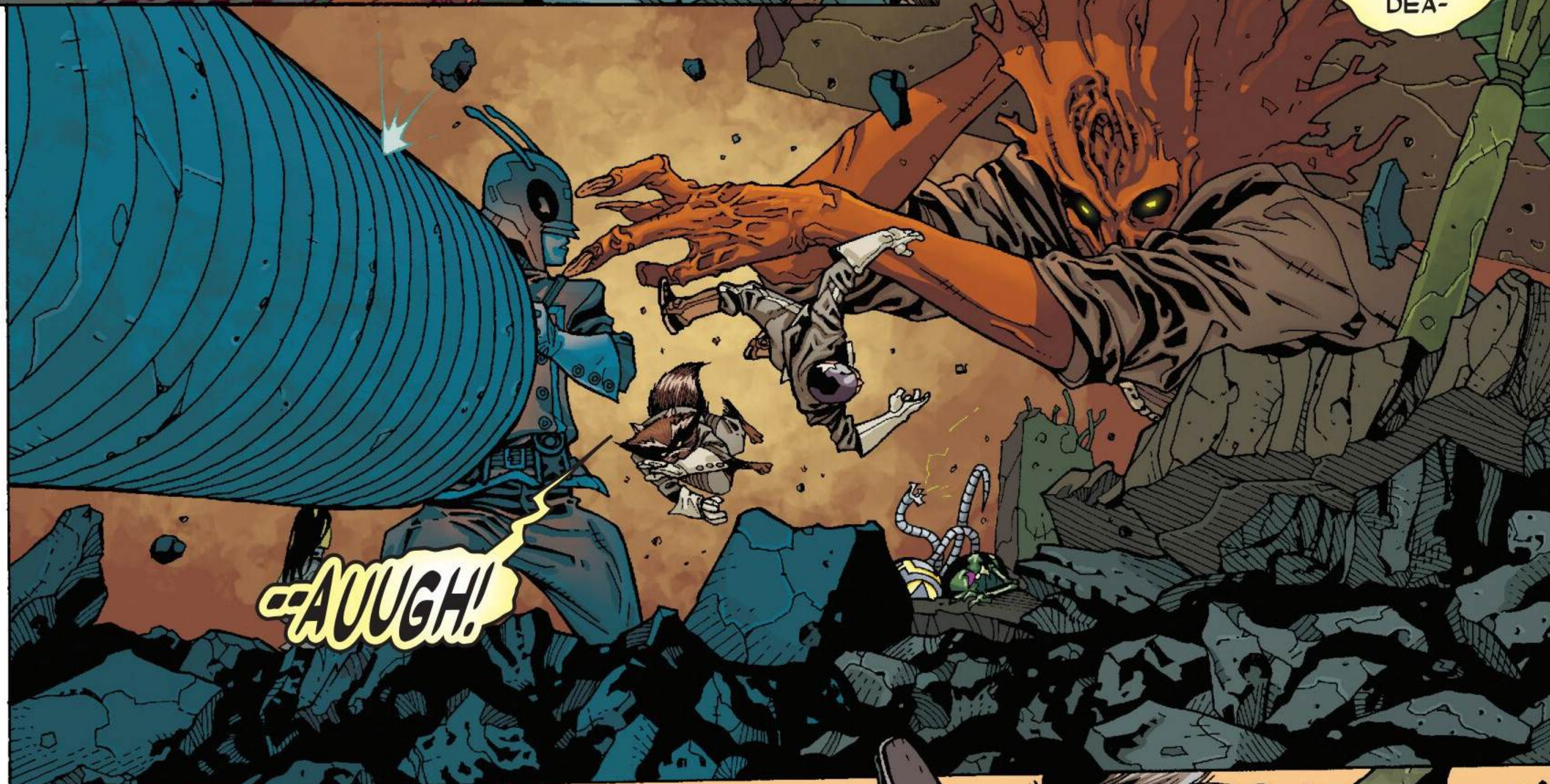
DEAR GOD...I KILLED HER.

YO! YOUR MAJESTY! A HAND HERE?



THIS WILL BE A GLORIOUS DEATH, AS BEFITS ONE OF MY STATURE.

DEATH? WHO SAID ANYTHING ABOUT DEATH?



SMASH!



HU-UNGH!



GROOT! HE'LL NEVER FIT IN HERE! WE GOTTA--

C'MON, CAPTAIN. OUT OF SIGHT... 'TIL...OUT OF MIND.

I KILLED ONE OF US, BUG...



YES. THIS
WILL BE A
GLORIOUS
DEATH.



BLESSED
CREATOR, HE'S
GETTING CHEWED
UP. WE CAN'T
JUST LEAVE HIM.
WE CAN'T--

HE'S
BUYING US
TIME.



MY
BUDDY...

WE ARE
NOW, EACH OF
US, OBLIGATED
TO HONOR
THE GROOT'S
SACRIFICE.

WE WILL DO
SO BY COMPLETING
OUR MISSION AND
SAVING THIS
GALAXY.



I KILLED
HER.

I SAW.

SHE--



SHE WAS GONE...
STOKED ON
BLOODLUST. EITHER
YOU OR *SHE* WAS
GONNA MAKE IT OUT...
AND, TRUTH BE TOLD,
I'M GLAD IT WAS
YOU.



NOT
TOO...*TIK*...
COLD.



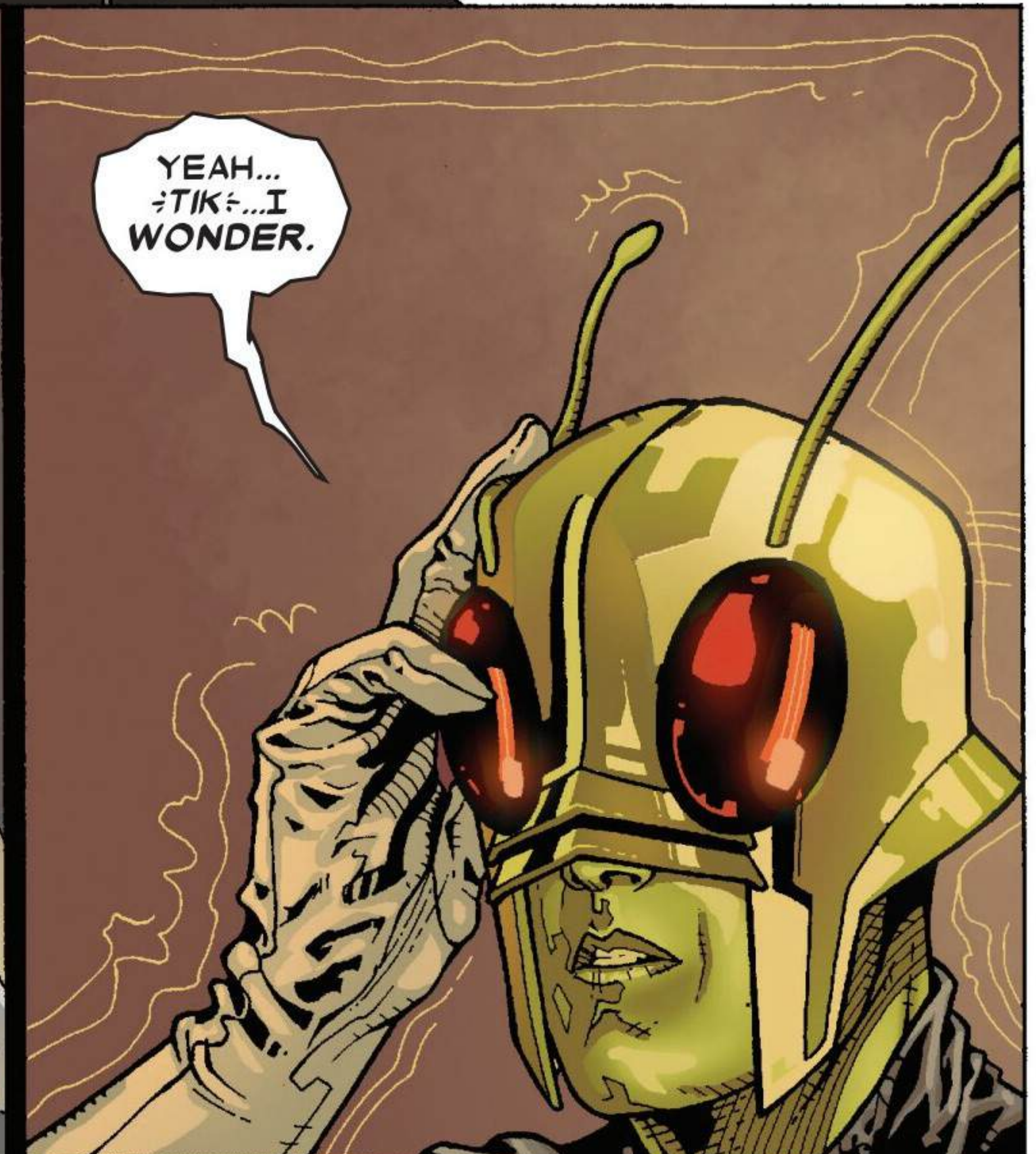
HERE'S THE DEAL,
GABE. YOU'RE OF NO
USE TO US IF YOU TAKE
A MENTAL CHECKOUT.
FRIENDLY FIRE'S A FACT
OF LIFE. YOU KNOW
THAT BETTER THAN
ANY OF US.

YOU'VE GOT A
CHOICE TO MAKE AND
YOU'D DAS'T WELL
BETTER MAKE IT NOW.
YOU EITHER STOW THE
EMOTIONAL BAGGAGE
OR YOU CUT
LOOSE. WE SLIP UP
AND WE'RE DEAD.



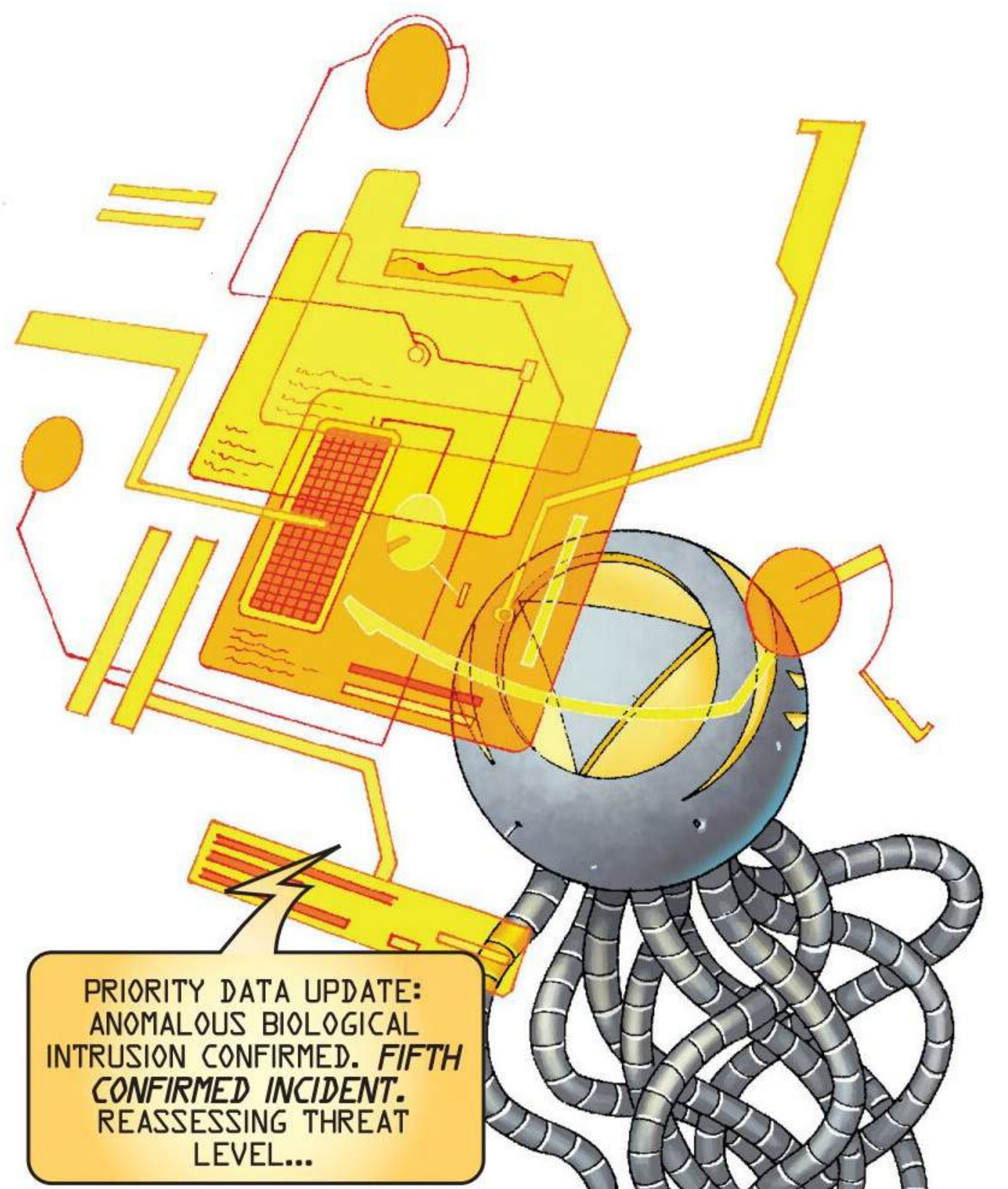
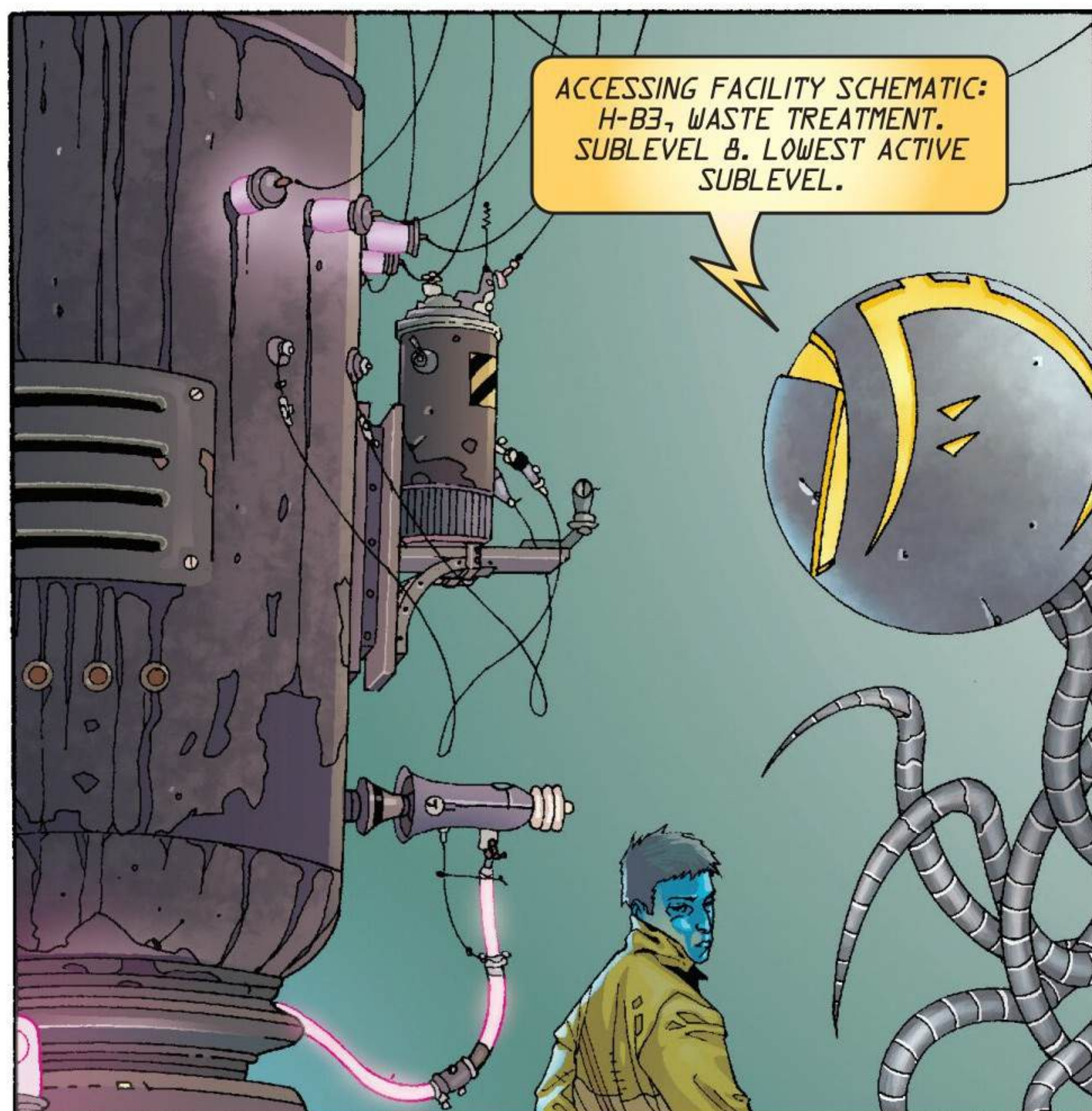
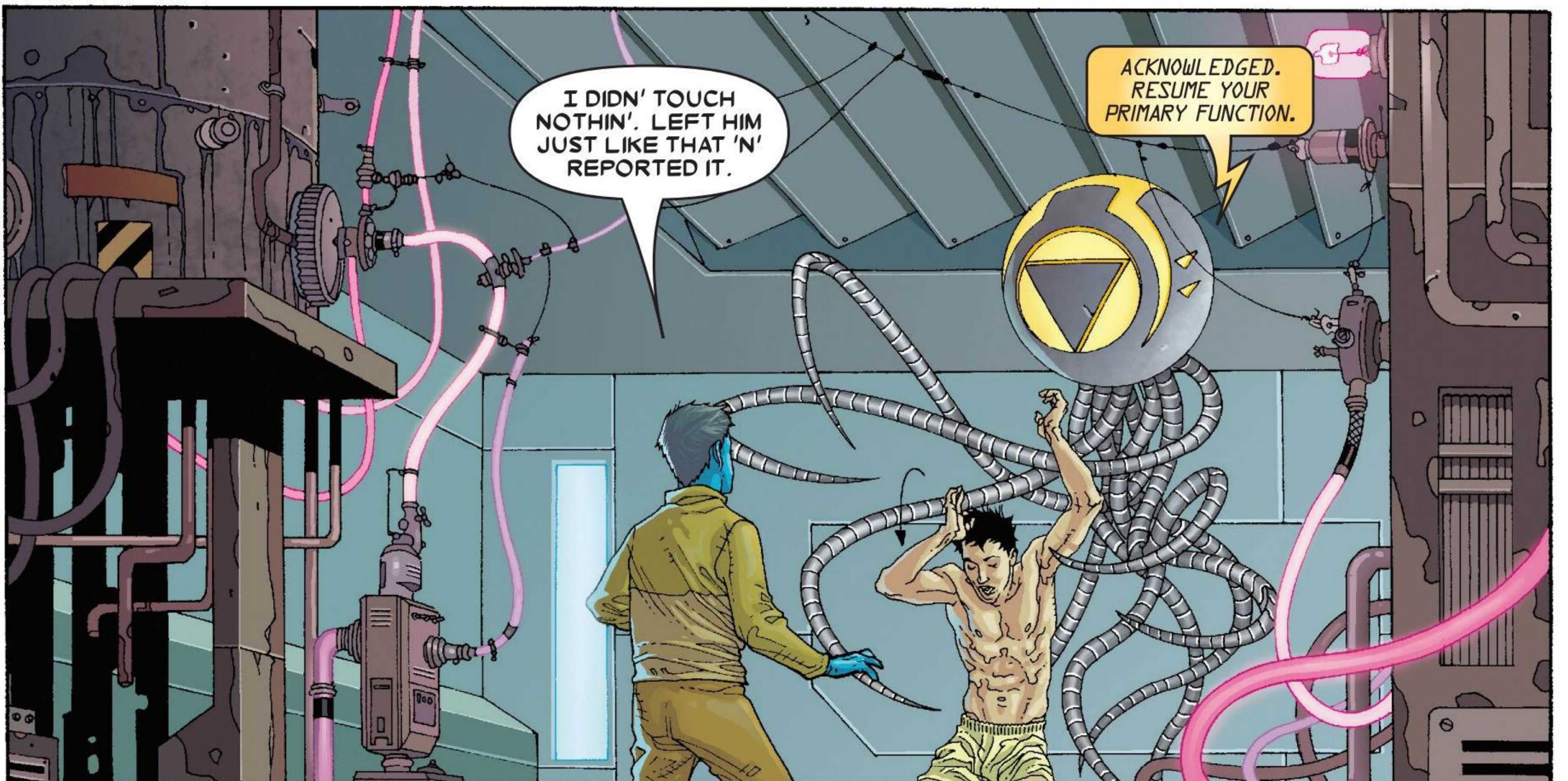
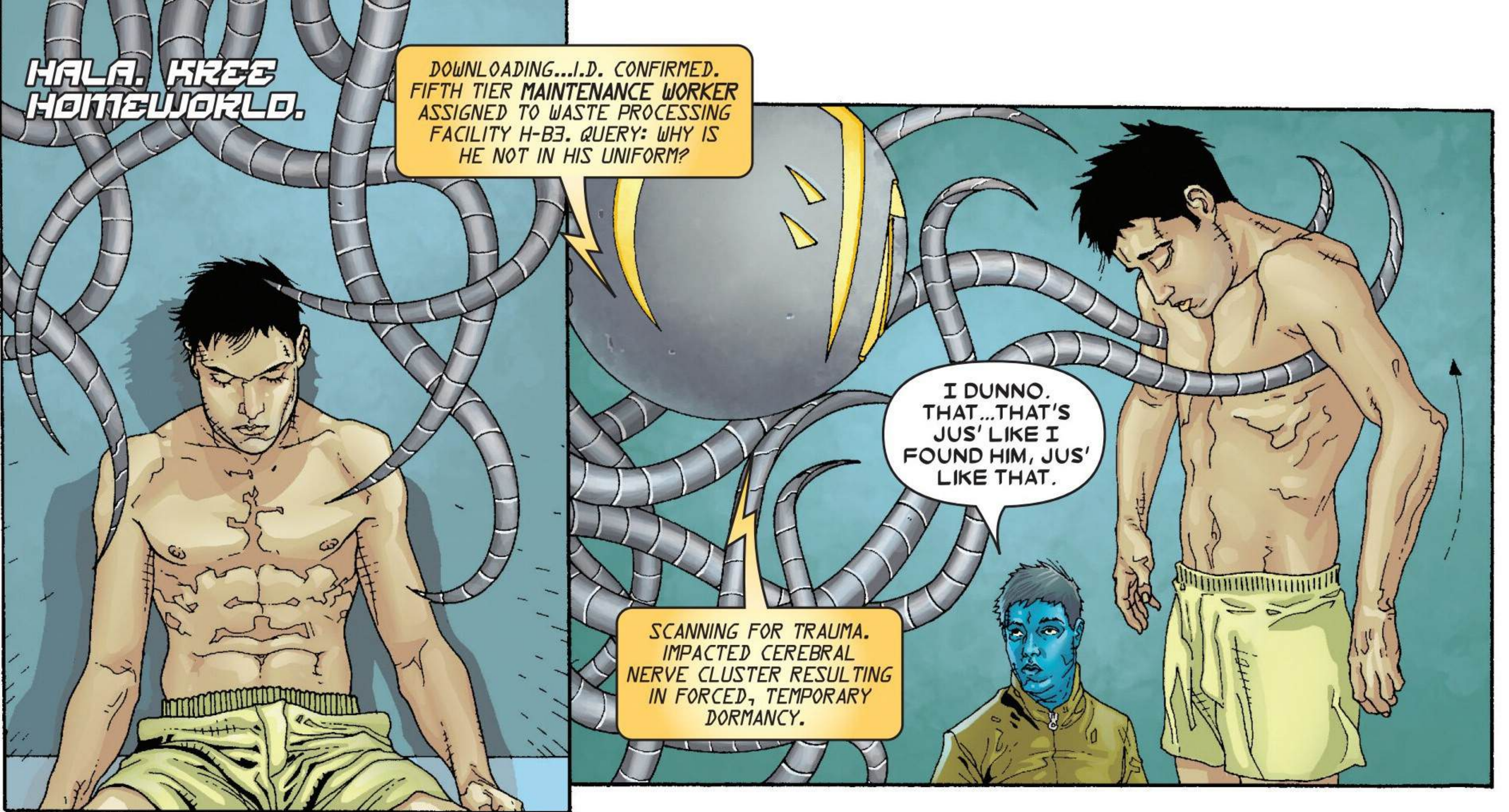
HE'S...
TIK...GOT
A POINT.

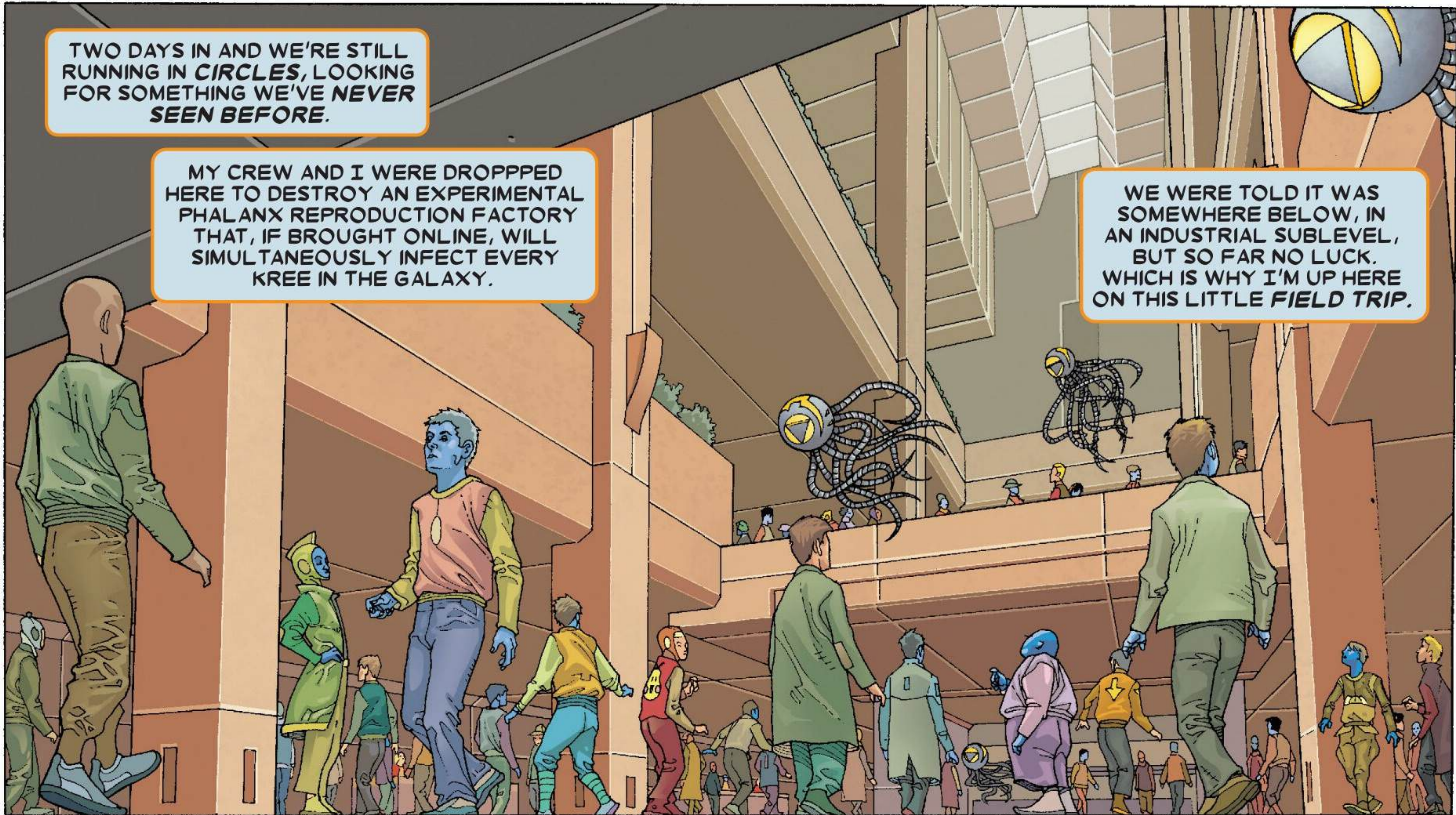
I KNOW. IT
JUST MAKES YOU
WONDER HOW
EXPENDABLE HE
CONSIDERS THE REST
OF US.



YEAH...
TIK...I
WONDER.



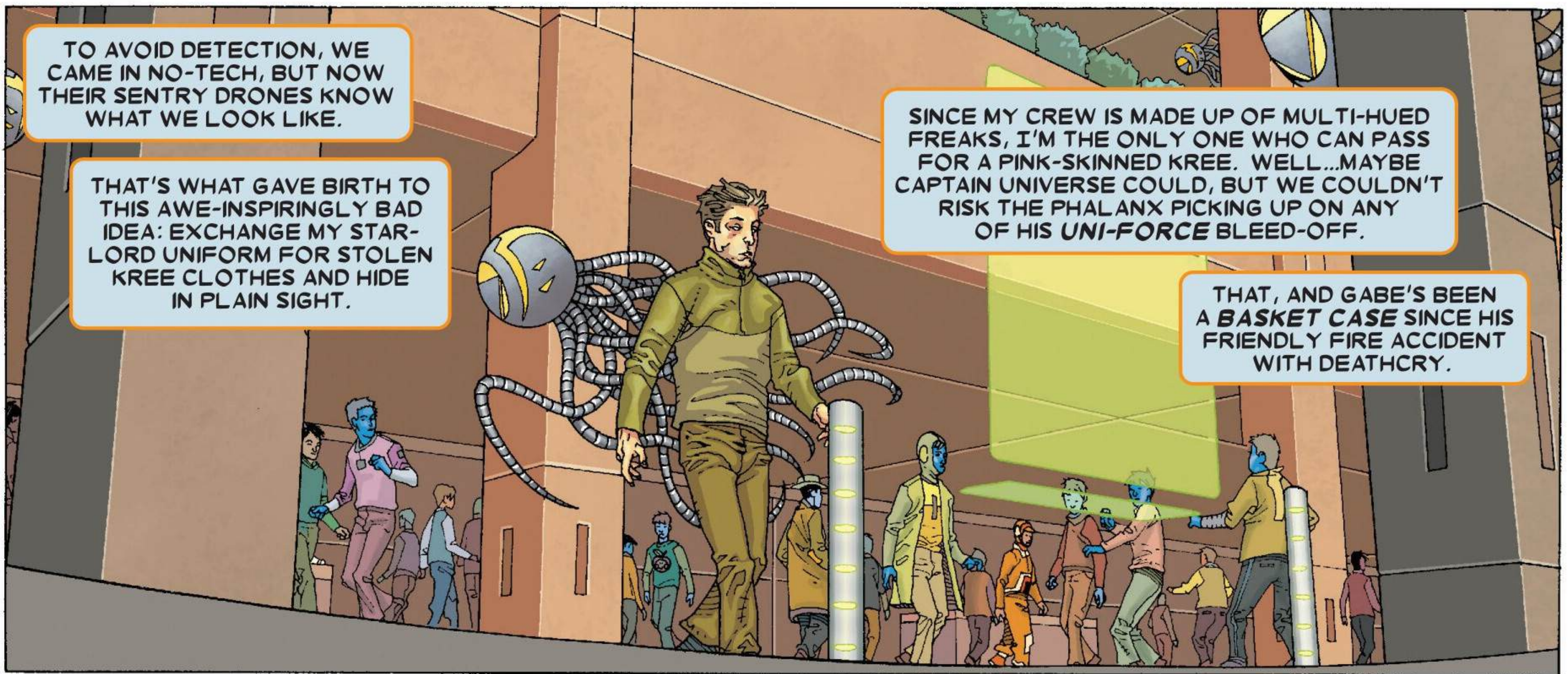




TWO DAYS IN AND WE'RE STILL RUNNING IN *CIRCLES*, LOOKING FOR SOMETHING WE'VE *NEVER SEEN BEFORE*.

MY CREW AND I WERE DROPPED HERE TO DESTROY AN EXPERIMENTAL PHALANX REPRODUCTION FACTORY THAT, IF BROUGHT ONLINE, WILL SIMULTANEOUSLY INFECT EVERY KREE IN THE GALAXY.

WE WERE TOLD IT WAS SOMEWHERE BELOW, IN AN INDUSTRIAL SUBLEVEL, BUT SO FAR NO LUCK. WHICH IS WHY I'M UP HERE ON THIS LITTLE *FIELD TRIP*.

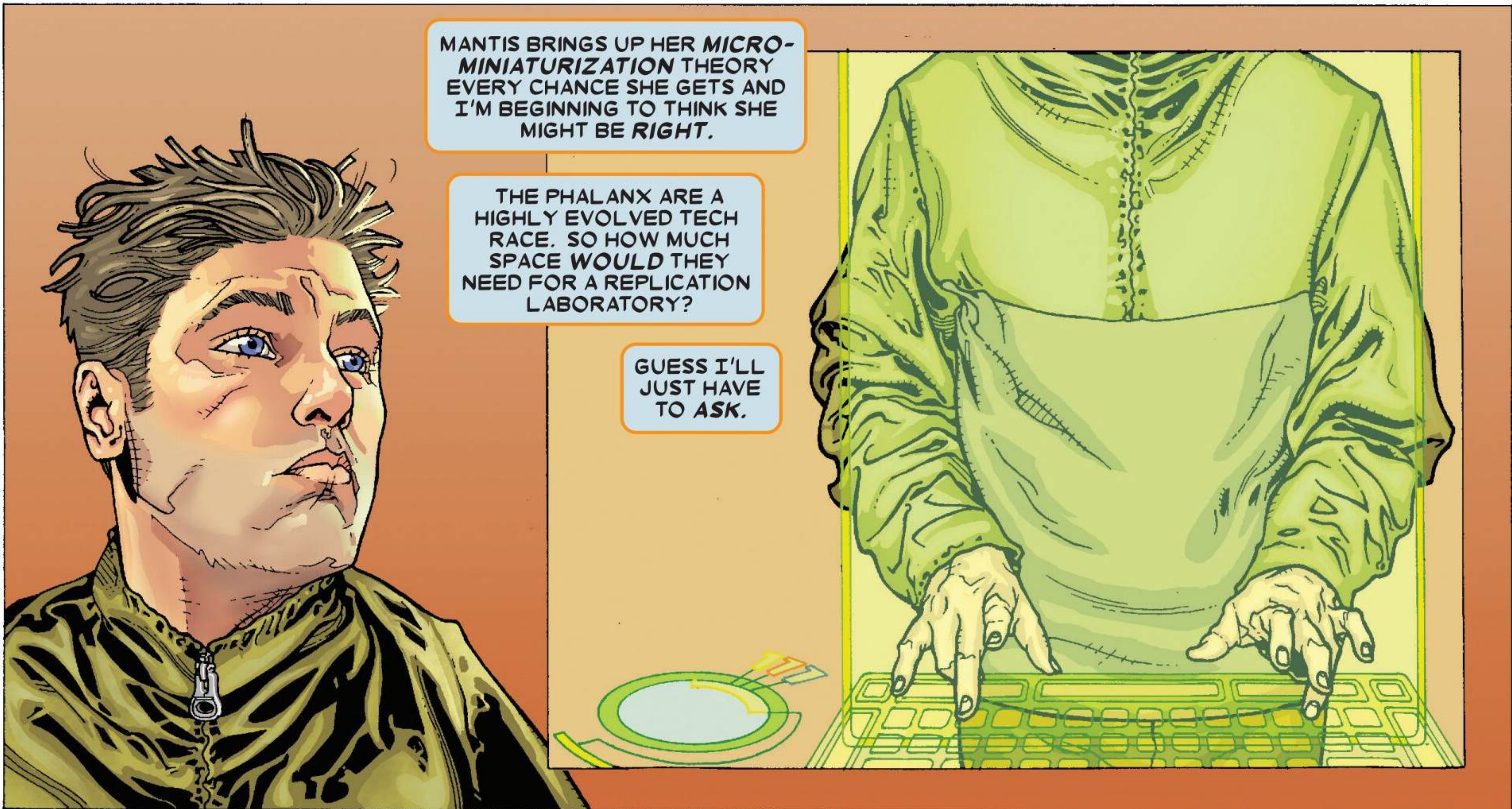


TO AVOID DETECTION, WE CAME IN NO-TECH, BUT NOW THEIR SENTRY DRONES KNOW WHAT WE LOOK LIKE.

THAT'S WHAT GAVE BIRTH TO THIS AWE-INSPIRINGLY BAD IDEA: EXCHANGE MY STAR-LORD UNIFORM FOR STOLEN KREE CLOTHES AND HIDE IN PLAIN SIGHT.

SINCE MY CREW IS MADE UP OF MULTI-HUED FREAKS, I'M THE ONLY ONE WHO CAN PASS FOR A PINK-SKINNED KREE. WELL...MAYBE CAPTAIN UNIVERSE COULD, BUT WE COULDN'T RISK THE PHALANX PICKING UP ON ANY OF HIS *UNI-FORCE BLEED-OFF*.

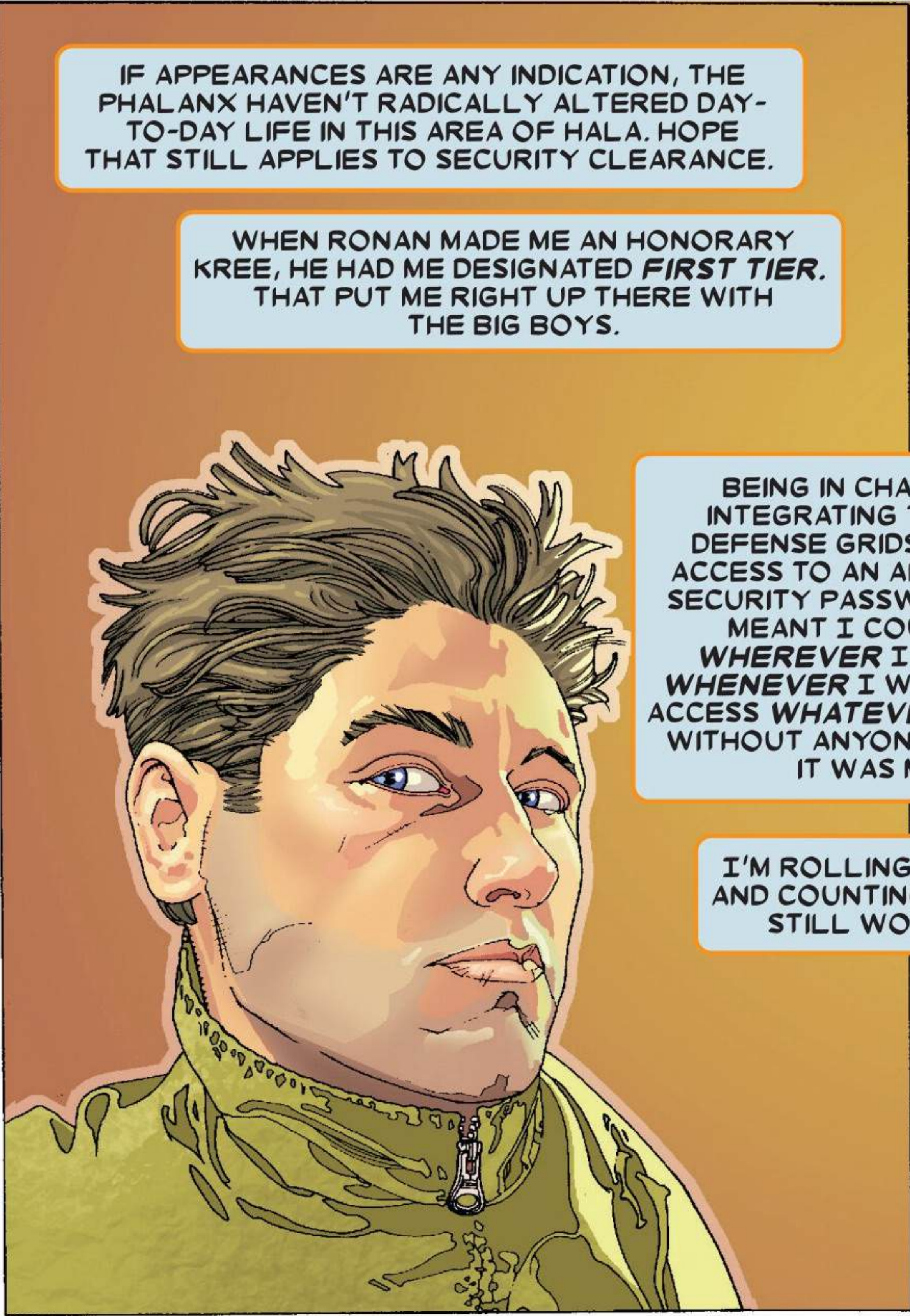
THAT, AND GABE'S BEEN A *BASKET CASE* SINCE HIS FRIENDLY FIRE ACCIDENT WITH DEATHCRY.



MANTIS BRINGS UP HER *MICRO-MINIATURIZATION* THEORY EVERY CHANCE SHE GETS AND I'M BEGINNING TO THINK SHE MIGHT BE *RIGHT*.

THE PHALANX ARE A HIGHLY EVOLVED TECH RACE. SO HOW MUCH SPACE WOULD THEY NEED FOR A REPLICATION LABORATORY?

GUESS I'LL JUST HAVE TO ASK.



IF APPEARANCES ARE ANY INDICATION, THE PHALANX HAVEN'T RADICALLY ALTERED DAY-TO-DAY LIFE IN THIS AREA OF HALA. HOPE THAT STILL APPLIES TO SECURITY CLEARANCE.

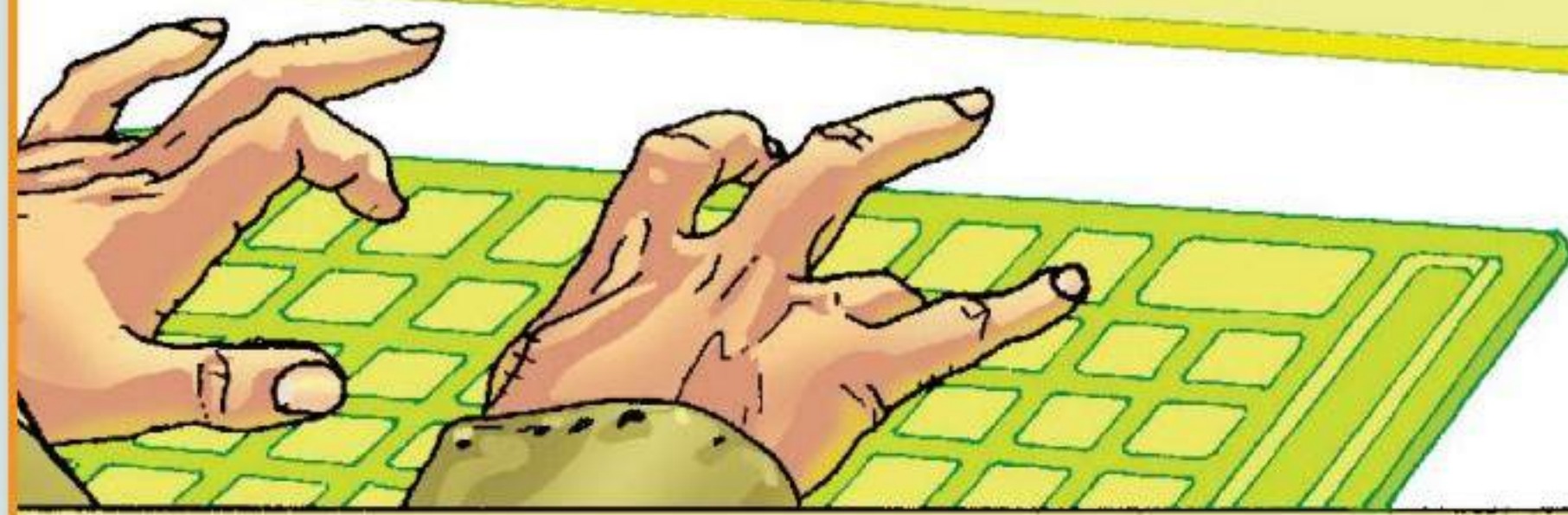
WHEN RONAN MADE ME AN HONORARY KREE, HE HAD ME DESIGNATED *FIRST TIER*. THAT PUT ME RIGHT UP THERE WITH THE BIG BOYS.

BEING IN CHARGE OF INTEGRATING THE KREE DEFENSE GRIDS GAVE ME ACCESS TO AN ANONYMOUS SECURITY PASSWORD. THAT MEANT I COULD GO *WHEREVER* I WANTED, *WHENEVER* I WANTED, AND ACCESS *WHATEVER* I NEEDED WITHOUT ANYONE KNOWING IT WAS ME.

I'M ROLLING THE DICE AND COUNTING ON THAT STILL WORKING.

SECURITY CLEARANCE

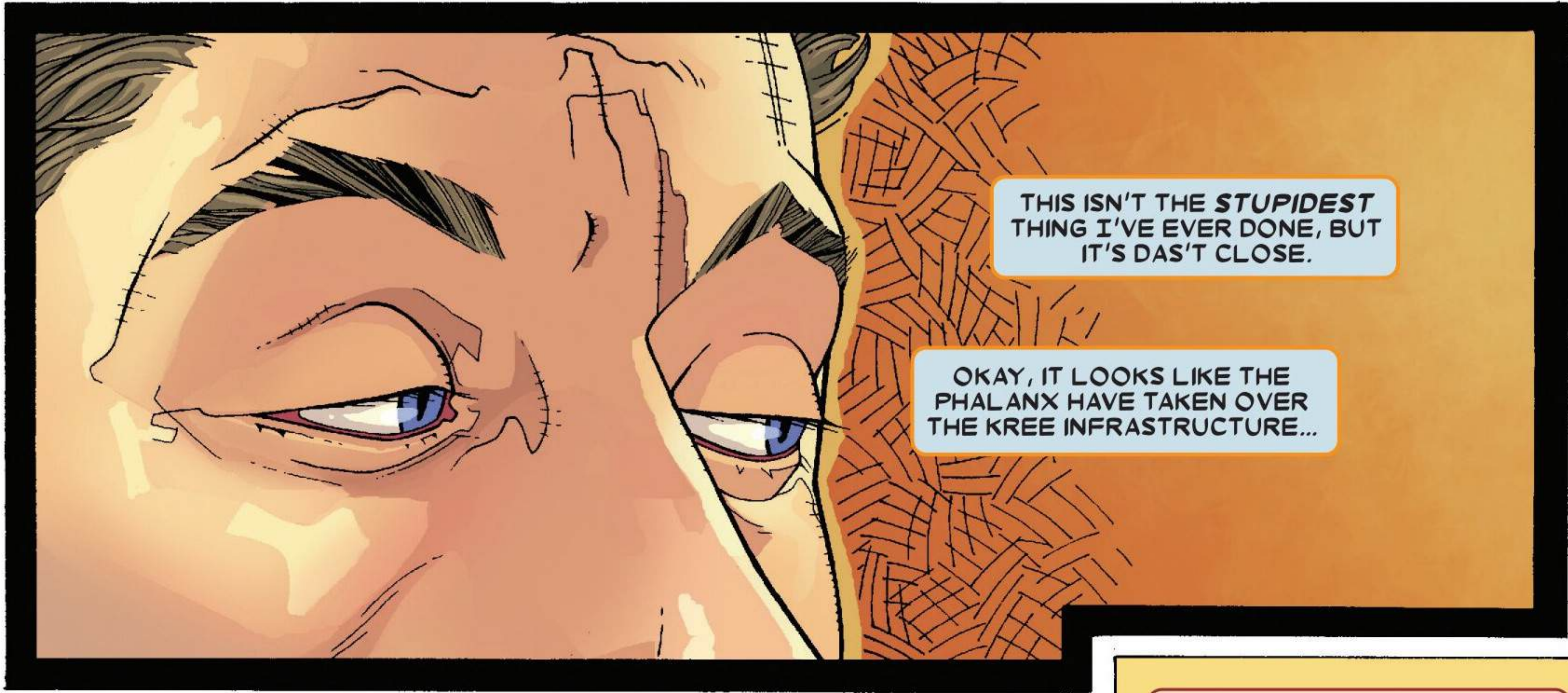
- FIRST TIER
- SECOND TIER
- THIRD TIER
- OTHER



PASSWORD: ACCUSER

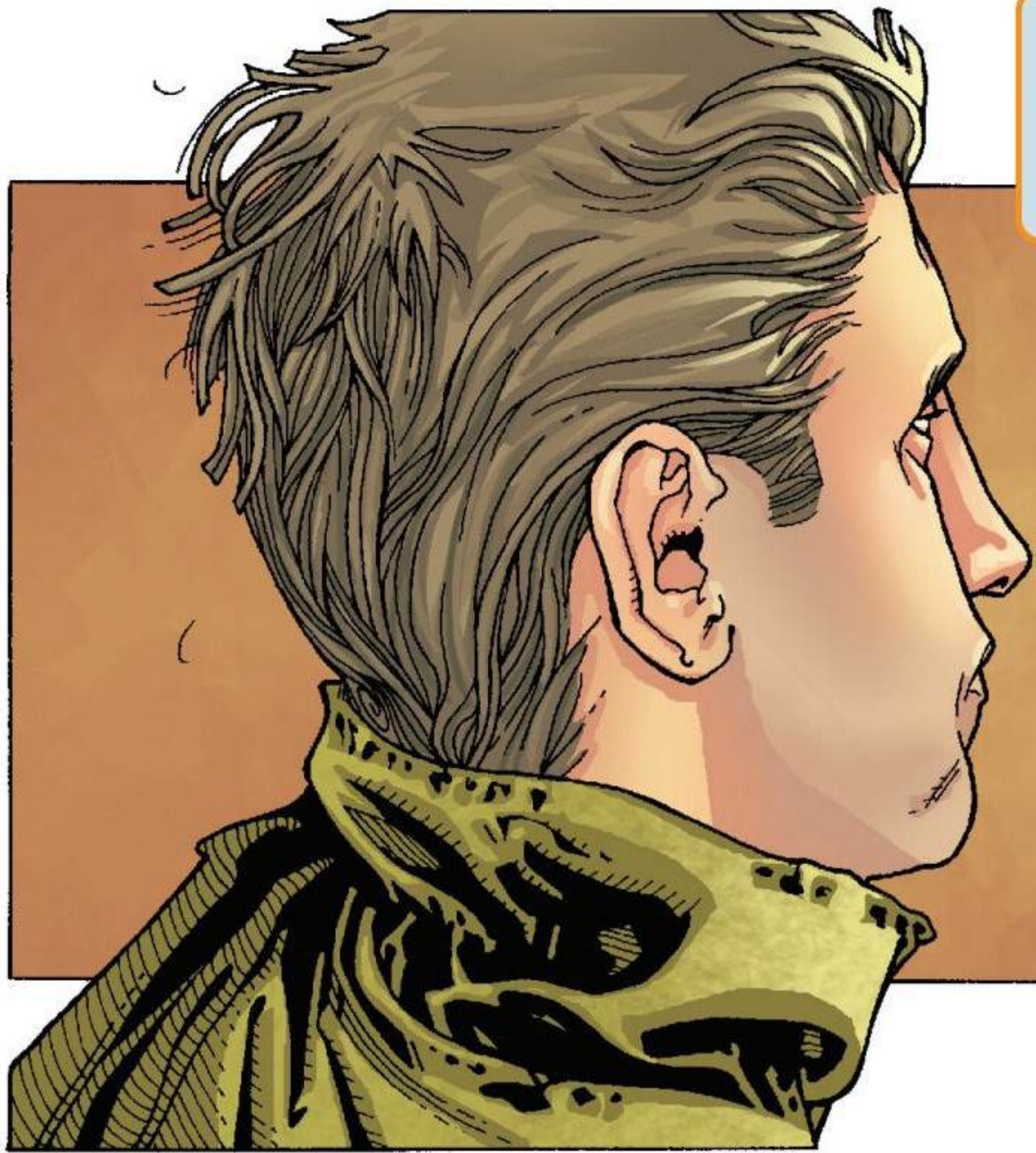
OPTIONS:

- COMMAND
- PERSONNEL
- DATA CACHE ACCESS



THIS ISN'T THE *STUPIDEST* THING I'VE EVER DONE, BUT IT'S DAS'T CLOSE.

OKAY, IT LOOKS LIKE THE PHALANX HAVE TAKEN OVER THE KREE INFRASTRUCTURE...



...SO NOW JUST LOOK FOR ANYTHING THAT WASN'T THERE BEFORE. AND WHILE YOU'RE AT IT, TRY NOT TO TRIP ANY ALARMS. PIECE'A CAKE...

COMMAND MATRIX:
TACTICAL
INTELLIGENCE
RESEARCH / DEVELOPMENT
OTHER

RESEARCH / DEVELOPMENT:
ORDNANCE
CYBERNETICS
APPLIED GENETICS
MEDICAL

APPLIED GENETICS:

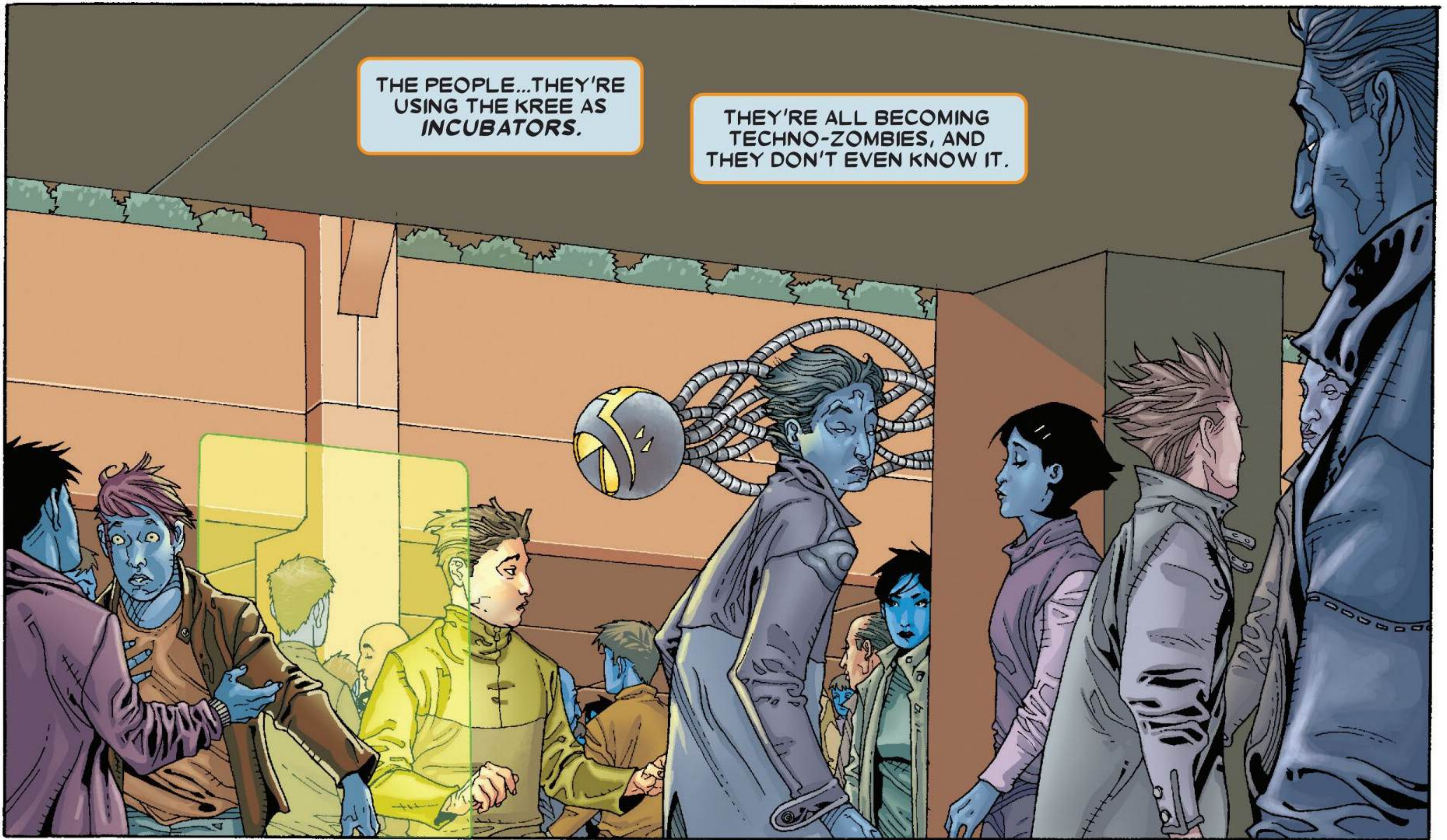
SYSTEMIC ENHANCEMENT
TACTICAL APPLICATION
NANO APPLICATION(S)
PRE-NATAL APPLICATION

NANO APPLICATION(S):
MILITARY
SECURITY
DISSEMINATION

DISSEMINATION:
IMPLANTED: SURGICAL
IMPLANTED: VIRAL / AIRBORNE
// ACTIVE-ACTIVE-ACTIVE //



DAS'T IT ALL...MANTIS CALLED IT. LARGE-SCALE DISSEMINATION THROUGH AN AIRBORNE NANOVIRUS.



THE PEOPLE...THEY'RE USING THE KREE AS INCUBATORS.

THEY'RE ALL BECOMING TECHNO-ZOMBIES, AND THEY DON'T EVEN KNOW IT.



WE ARE SO SCREWED.



--DON'T SEE WHY OUR FEARLESS LEADER DIDN'T DO THIS SOON'S WE TOUCHED DOWN.

STAR-LORD WANTED TO GET THE LAY OF THE...
-TIK-... LAND FIRST.

SO, BUG... RECONNOITER, THEN ADAPT?

YOU GOT IT, ROCKET...WAR TACTICS 101.

1,000 FEET BELOW.



IS IT TRUE STAR-LORD WAS RESPONSIBLE FOR ALL THIS? THAT THE PHALANX INVADDED EVERYTHING WHEN THE JOB HE WAS WORKING ON WITH THE SPACEKNIGHTS WENT KABLOOEY?

IN THE WAKE OF THE ANNIHILATION WAR, THE KREE UNIFIED DEFENSE GRID WAS **COMPROMISED**. THE KREE HAD LITTLE CHOICE BUT TO SUNDER THE UNIFIED GRID INTO SMALLER, **AUTONOMOUS** UNITS IN ORDER TO ELIMINATE THE POSSIBILITY OF CASCADE FAILURE.



ANNNNNND SHE'S OFF.

KREE SUPREME COMMAND CHARGED THAT PETER QUILL OVERSEE THE **REUNIFICATION** OF THE DEFENSE GRID. NONE FORESAW THE PHALANX INFECTION.



HEY, MANTIS, WHATEVER HAPPENED TO "IGNORANCE IS NO EXCUSE"?

SAYS THE MAMMAL WHO DOES NOT YET REALIZE HIS POTENTIAL.

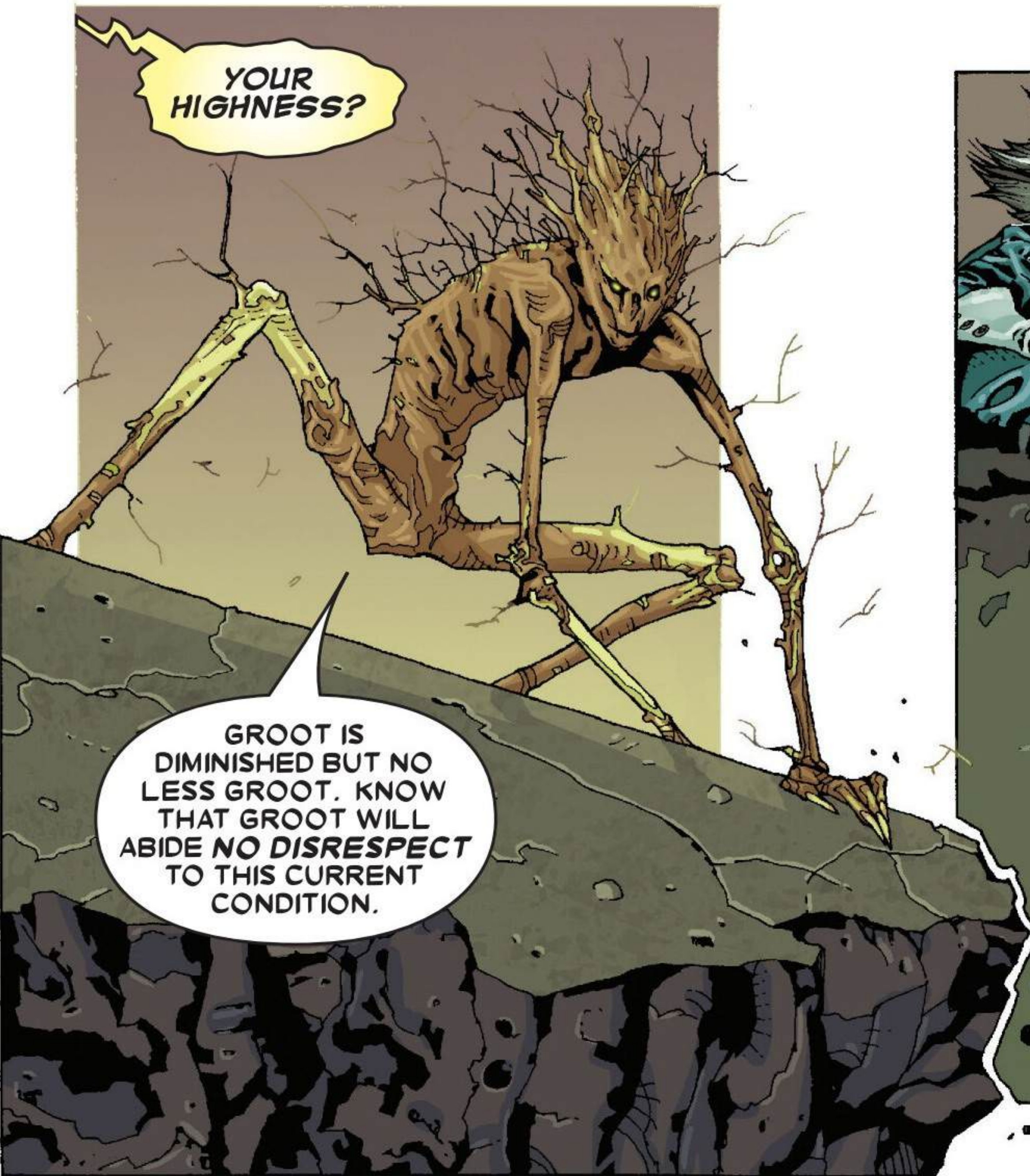
THAT'S THE **THIRD TIME** YOU'VE... **TIK**... CLEANED THAT WEAPON. ANY **OBSSIVE/COMPULSIVE** BEHAVIOR WE SHOULD KNOW ABOUT?

WHAT SAY WE START AT NONE 'A **YOUR BUSINESS** AND MOVE ON FROM THERE?



I DON'T BELIEVE IT.

UH...GUYS? LOOK DOWN.



YOUR
HIGHNESS?

GROOT IS
DIMINISHED BUT NO
LESS GROOT. KNOW
THAT GROOT WILL
ABIDE NO DISRESPECT
TO THIS CURRENT
CONDITION.



MAKES...TICK...
SENSE WHEN YOU
THINK ABOUT IT.

IT DOES?

GROOT IS A
FLORA LIFE-FORM.
EVEN IF THE GREATER
BODY IS DESTROYED, A
SPRIG OFFSHOOT CAN,
IN TIME, REGROW THE
GREATER BODY.

IT WAS AN
EPIC BATTLE,
RACCOON-THING,
BUT GROOT
ENDURES.



AND
HOW.

HITCH A RIDE,
YOUR HIGHNESS,
TURNABOUT'S
FAIR PLAY.



GROOT
WILL NOT BE
PATRONIZED.

GOOD
T' SEE YOU
TOO.

BACK SO
SOON, STAR-
LORD?

I SMELL
THAT BAD?



TO ME,
YOU ALL
DO.

WHY,
THANK Y'...
TICK...
MUCHLY.

MANTIS,
YOU WERE
RIGHT.

THE PHALANX
ARE UTILIZING
MICRO-TECH. AN
AIRBORNE NANO-
VIRUS. THEY'RE
USING THE KREE ON
HALA AS
WALKING TIME-
BOMBS.



THE KREE?!
ALL OF THEM?!
THERE ARE...TICK...
BILLIONS!

SEVEN BILLION, FIFTY-TWO
MILLION, FOUR THOUSAND SIX
HUNDRED AND TWENTY-FOUR...
AS OF LAST CENSUS.

YOU HAVE NO ...
TICK... IDEA HOW
ANNOYING IT IS
WHEN YOU DO
THAT, DO YOU?

AREN'T WE
ASSUMING AN
AWFUL LOT? WE
HAVE NO WAY OF
KNOWING THAT
ALL OF THEM
HAVE BEEN--



IT FEELS RIGHT.

THAT'S WHAT WE'RE GOING ON? YOUR GUT?!

NEVER FAILED ME BEFORE.

LIKE WHEN YOU TOOK OUT THAT HERALD OF GALACTUS BY KILLING ALL THOSE FOLKS?

LOW BLOW. SORRY.



HOW'S GABE HOLDING UP?

GOTTA TELL YOU, THE KID'S BEGINNING TO WORRY ME.

BEGINNING... TIK... TO?

HE CAN WALLOW IN SELF-PITY AFTER WE SURVIVE THIS.



YOU'RE ALL... TIK... HEART.

THE UNI-FORCE POWER IS NOT RANDOM. HOSTS ARE CHOSEN FOR A REASON, EVEN IF THAT REASON *SEEMS* TO MAKE LITTLE OR NO SENSE.

GABRIEL WILL RISE TO THE OCCASION.

NOT LIKE HE'S GOT MUCH CHOICE.

WRONG. GABRIEL CAN DIVEST HIMSELF OF THE UNI-FORCE WHENEVER HE WISHES. THE UNI-FORCE IS OF FREE WILL.

AS IS THE STAR-LORD LEGACY.



HATE T' BE THE ONE T' BRING THIS UP BUT IF YOU'RE... TIK... RIGHT AND THE PHALANX ARE USING THE HALA POPULATION AS INCUBATORS, WHAT DO WE... TIK... DO?

I'M... TIK... ASSUMING GENOCIDE'S NOT AN OPTION?



WHAT SAY WE BURN THAT BRIDGE WHEN WE COME TO IT?

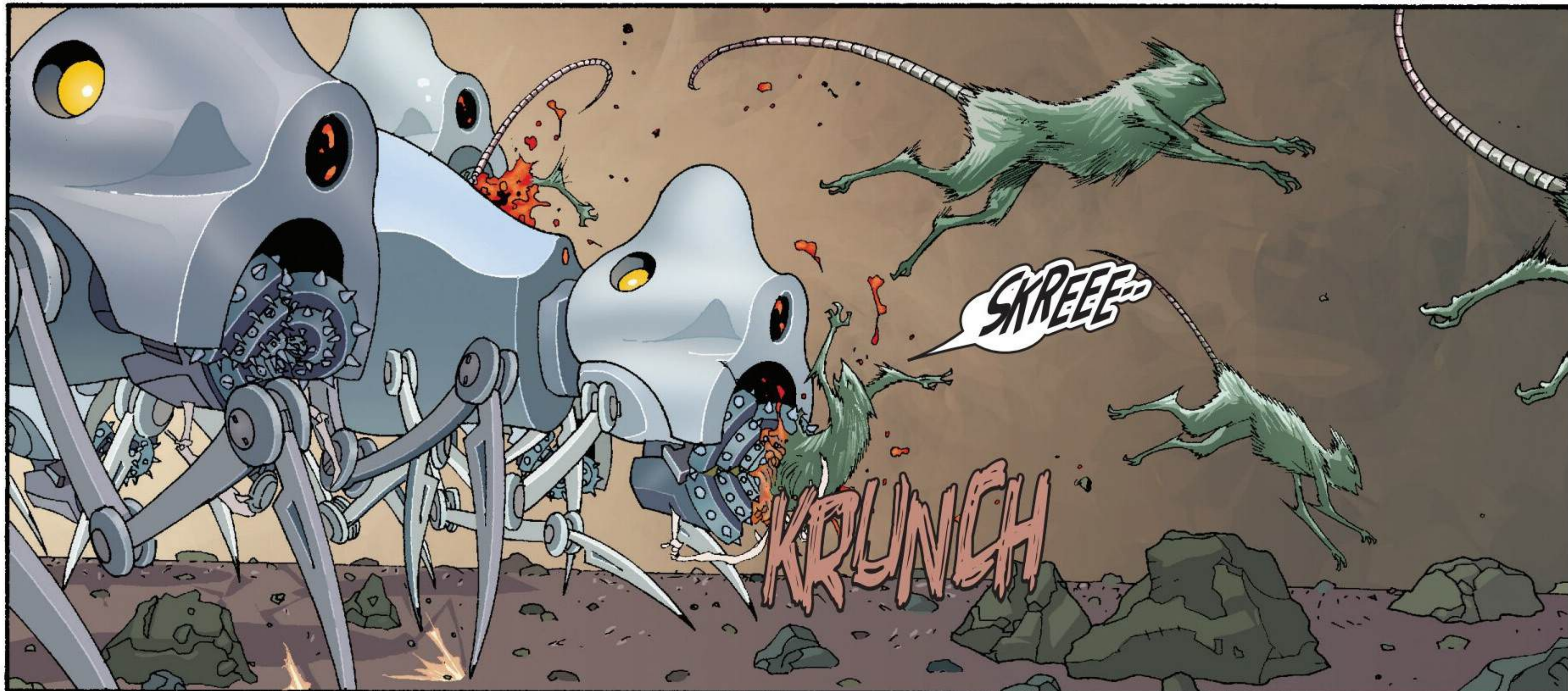
THE KREE ARE AN INFESTATION OF FLESHY VERMIN. THIS UNIVERSE WOULD BE BETTER WITHOUT THEM.

"FLESHY VERMIN"? LIKE ME?

GROOT NEEDS MOISTURE FOR SUSTENANCE AND GROWTH. MAMMAL-THING, FIND GROOT A SOURCE OF MOISTURE.

SURE THING, YOUR HIGHNESS.









STAY TOGETHER!



WELL SURE, WE WOULDN'T BE A...TIK... SEVEN COURSE MEAL IF WE...TIK... SPLIT UP!

THIS ONE SUSPECTS OUR THREAT STATUS HAS RECEIVED AN UPGRADE.

DID YOU HAVE TO USE YOUR AMAZING MIND POWERS TO FIGURE THAT OUT?



HOW LONG DO YOU THINK GABE CAN KEEP THEM BACK?!

NOT LONG ENOUGH!



THINK THEY SENT ENOUGH OF THOSE THINGS TO...TIK... EAT US?!

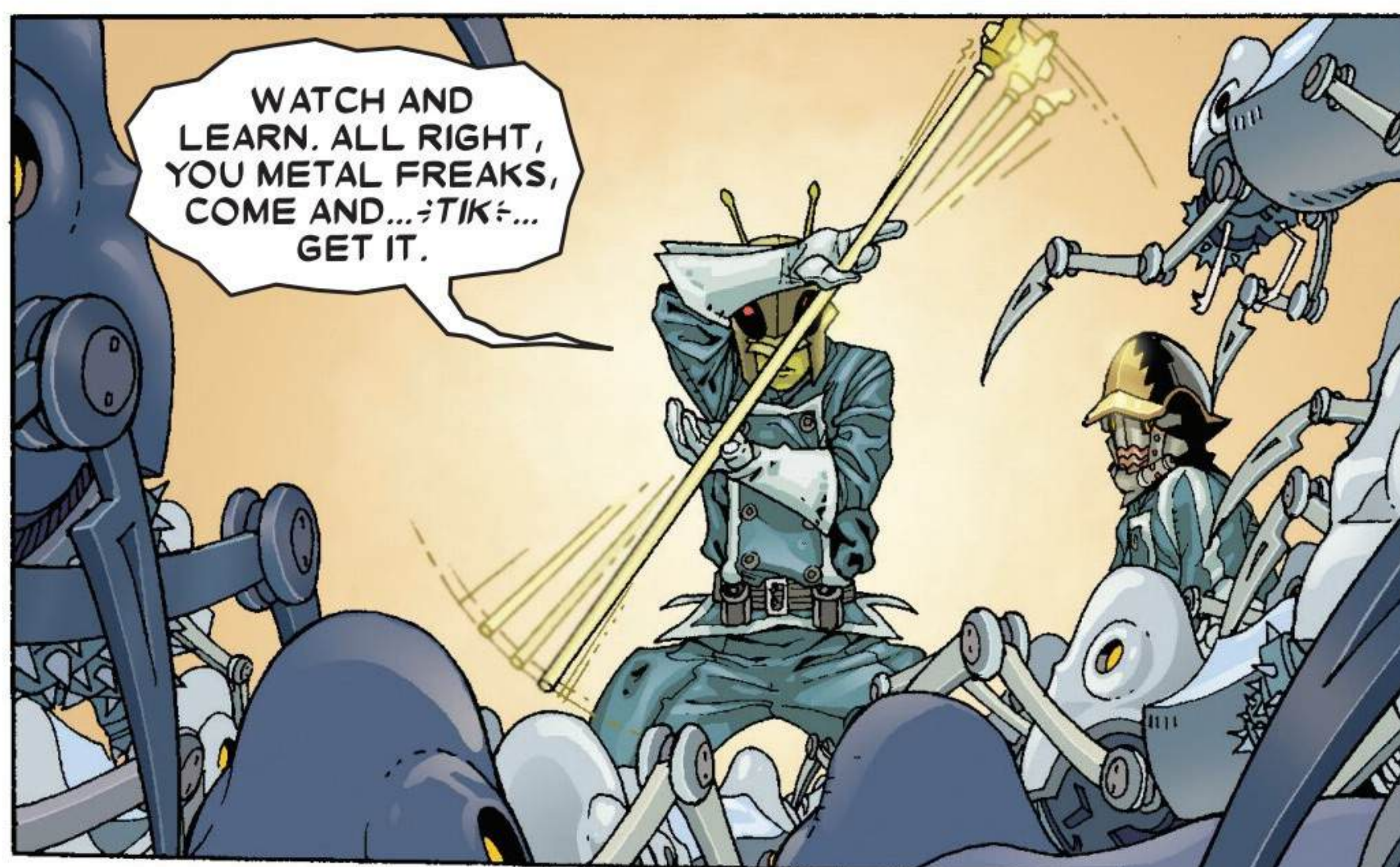
CONSIDERING THE EXTENT OF THE KREE SUBSTRUCTURE AND THE---

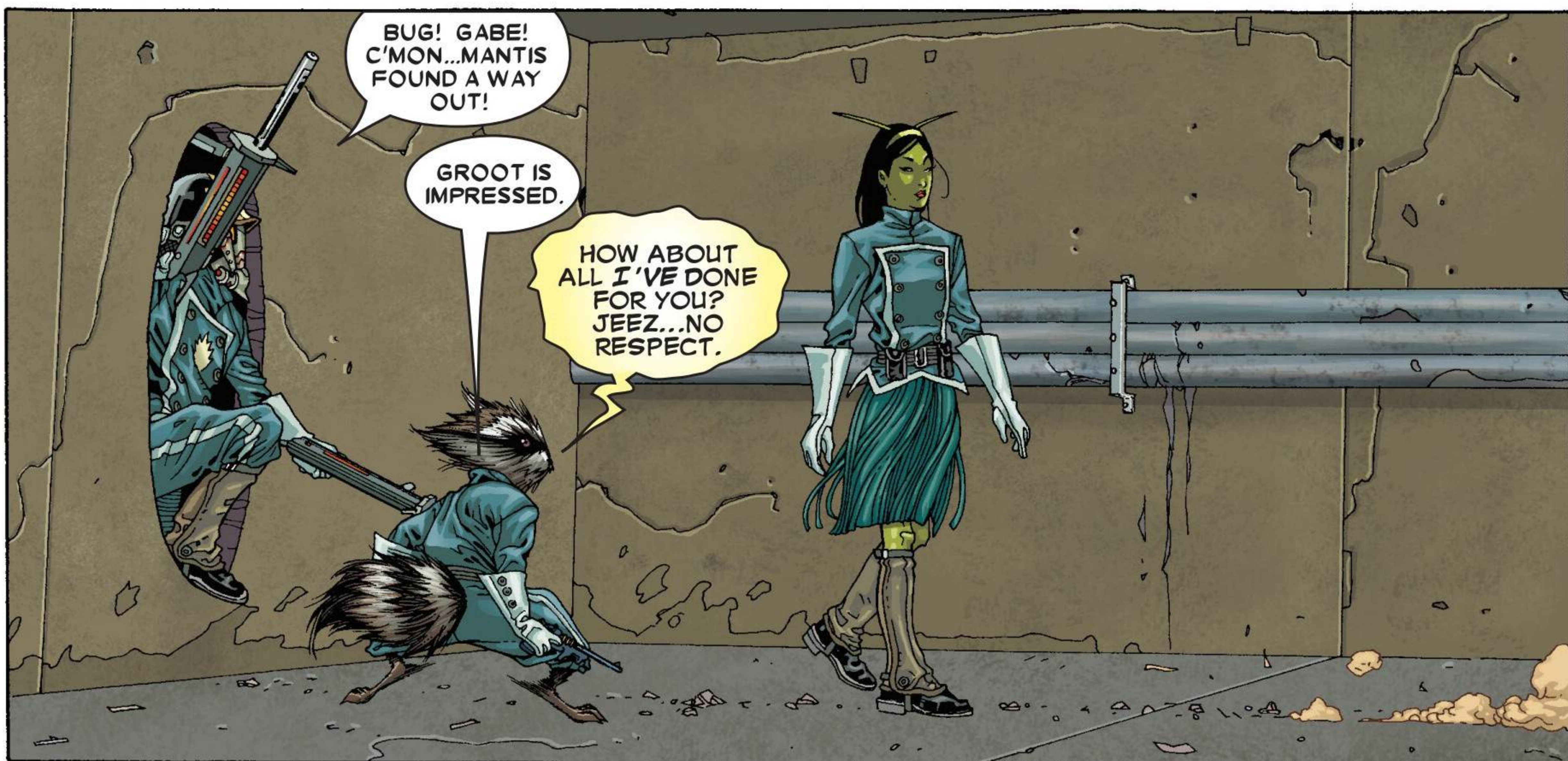
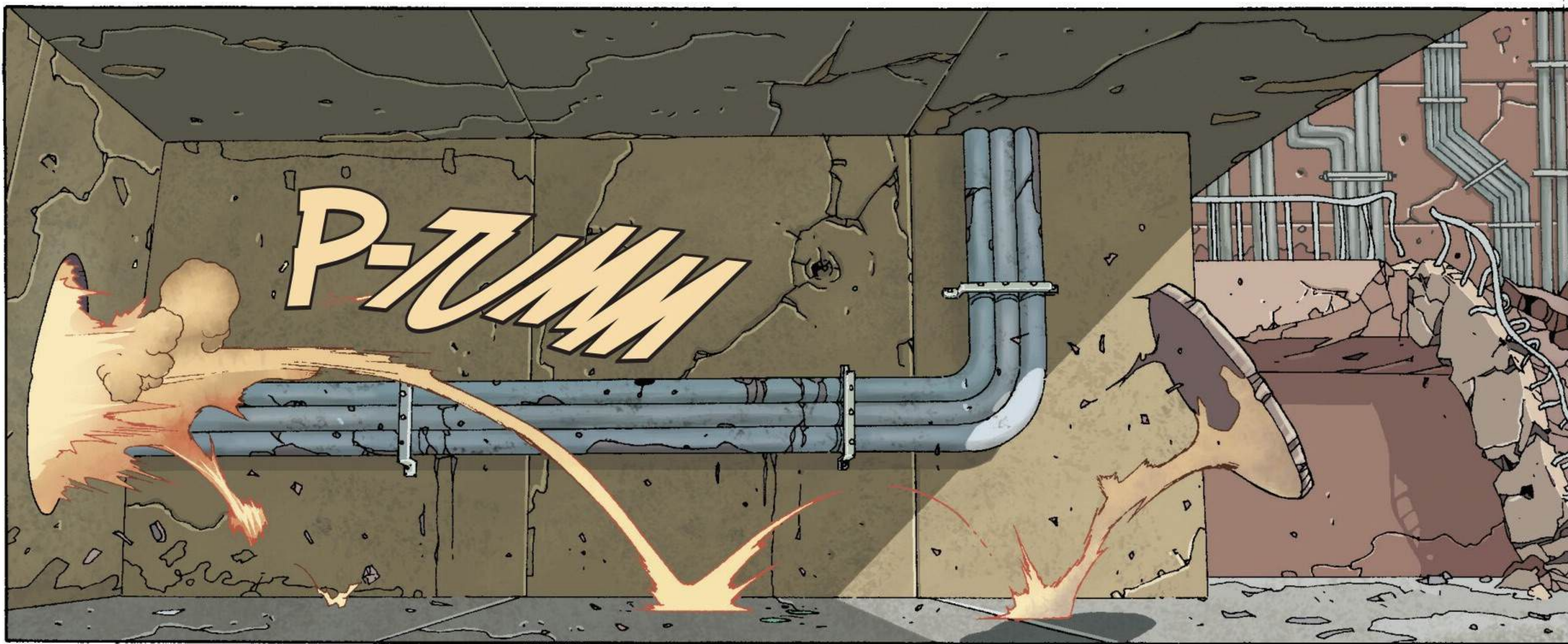
THAT WAS A RHETORICAL QUESTION!



THINK OF SOMETHING FAST, I CAN'T...TIK... DO THIS FOR LONG.

DO WHAT?







SNF-FF.
WATER!

EXPECTORATE
ON GROOT AGAIN
AND GROOT
WILL--

NO...THOSE
PIPES CARRY
WATER!



BLOW
THEM UP AND
FLOOD THE
CHAMBER!

THAT I
CAN DO.



SKRRAXX

CHUDDA-CHUDDA-CHUDDA



THE PORTAL,
GABE! TAKE US
UP THERE!

SIR,
YES SIR!

SPLASH!



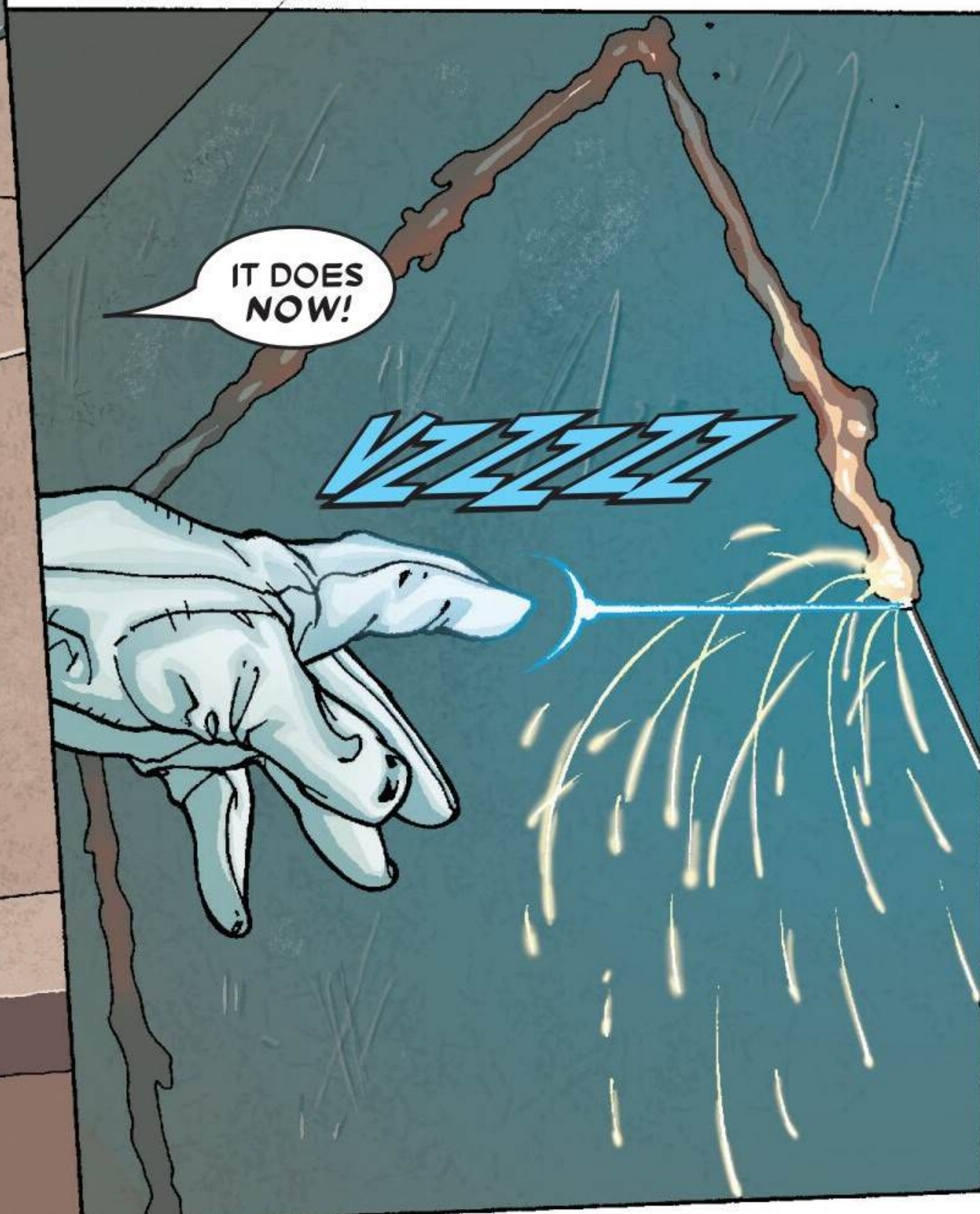
THEY ARE
SLOWED BUT
NOT STOPPED.

I'LL TAKE
SLOWED!



THAT'S RIGHT,
NOBODY HELP
THE RACCOON
UP.

THAT DOOR IS
SUPPOSED TO HOLD
THE SWARM BACK?
PLEASE TELL ME IT...
:TIK: HAS A
FUNCTIONING
LOCK!



IT DOES
NOW!



GOOD
THINKING,
GABE.

BUT...?

WHAT
MAKES
YOU THINK
THERE'S A
"BUT"?

THERE
ALWAYS IS
WITH YOU.



OKAY...WE'VE
PUT SOME DISTANCE
BETWEEN US AND
THEM, BUT IF THE
PHALANX ARE PURGING
THE LOWER DORMANT
LEVELS, WE'VE GOT
NO CHOICE BUT TO
ACCESS AN UPPER
ACTIVE LEVEL.

WHERE ALL
THEIR SOLDIERS
ARE? THAT'D BE THE
"BETWEEN A...:TIK:...
ROCK AND A
HARD PLACE"
SCENARIO?

YOU
CALLED
IT.

FOUND
A WAY UP,
SIR.



:SIGH:...
COULDN'T HAVE
BEEN AN ELEVATOR,
COULD IT?



BEGGARS
CAN'T BE...?TIK?...
CHOOSERS!
UP WE GO!

DETERMINED
LITTLE SCUTS,
AIN'T THEY?

KK-KK-KKKKKK



WE WILL
NEVER OUT-
PACE THEM.

WE CAN
DAS'T WELL
TRY!

GABE!
WHERE YOU
GOING?



THEY'LL BE
ON US BEFORE
WE REACH THE
NEXT FLOOR.

GET UP THIS
LADDER! THAT'S
AN ORDER!

WITH DUE RESPECT,
SIR... I'M NOT
FOLLOWING THAT ORDER.
I'M GOING TO HOLD
THEM OFF FOR THIRTY
SECONDS, THEN I'M
BLOWING THE TUBE
HOUSING. THAT
SHOULD BUY YOU
ENOUGH TIME.



MARTYRDOM'S
OVERRATED,
GABE.

29...28...

DAMMIT!



SHAK SHRAK

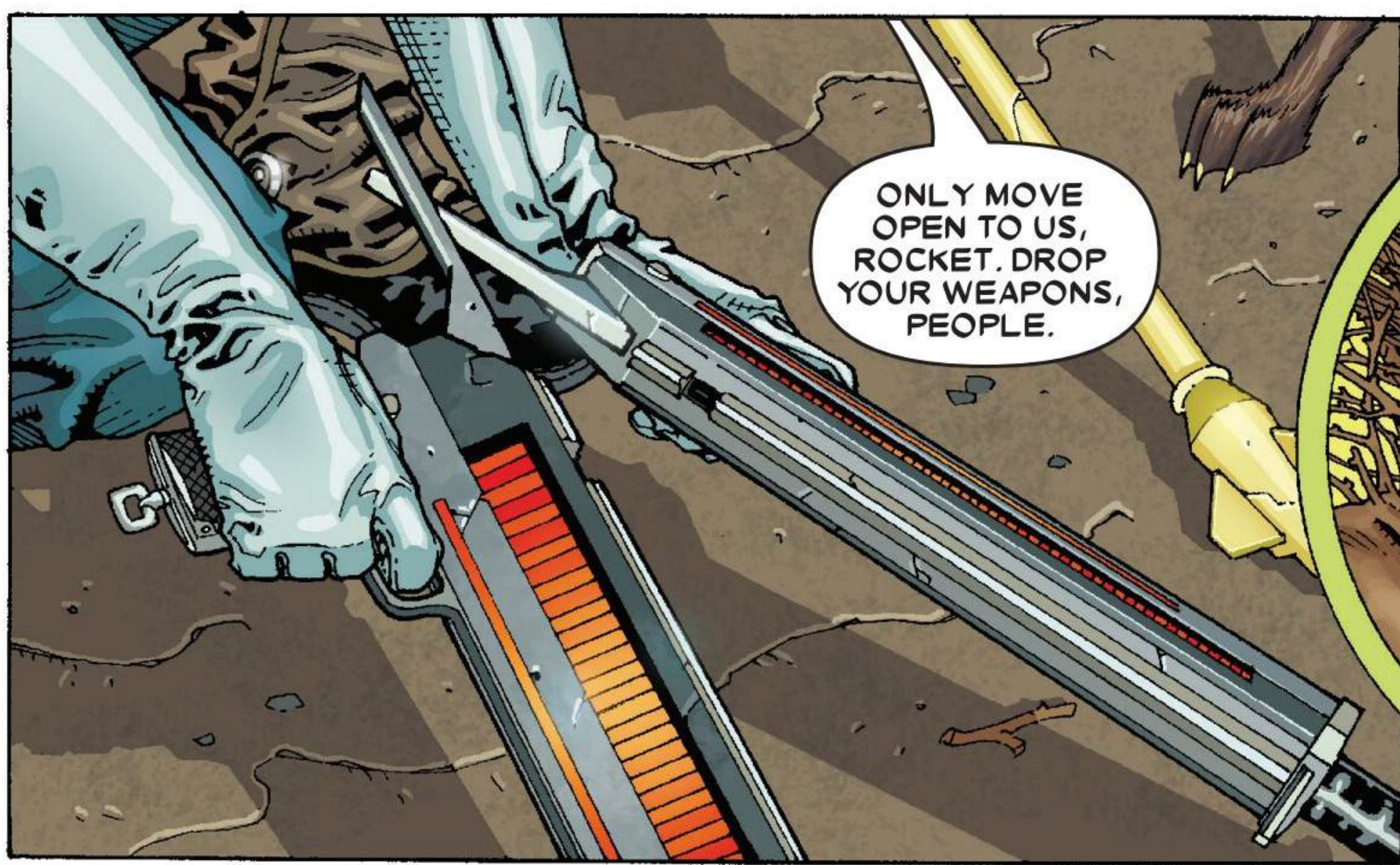
GABRIEL
VARGAS,
YOUR BIOLOGICAL
SYSTEM CANNOT
WITHSTAND MUCH
MORE. THERE ARE
STRESS
TOLERANCES TO
CONSIDER.



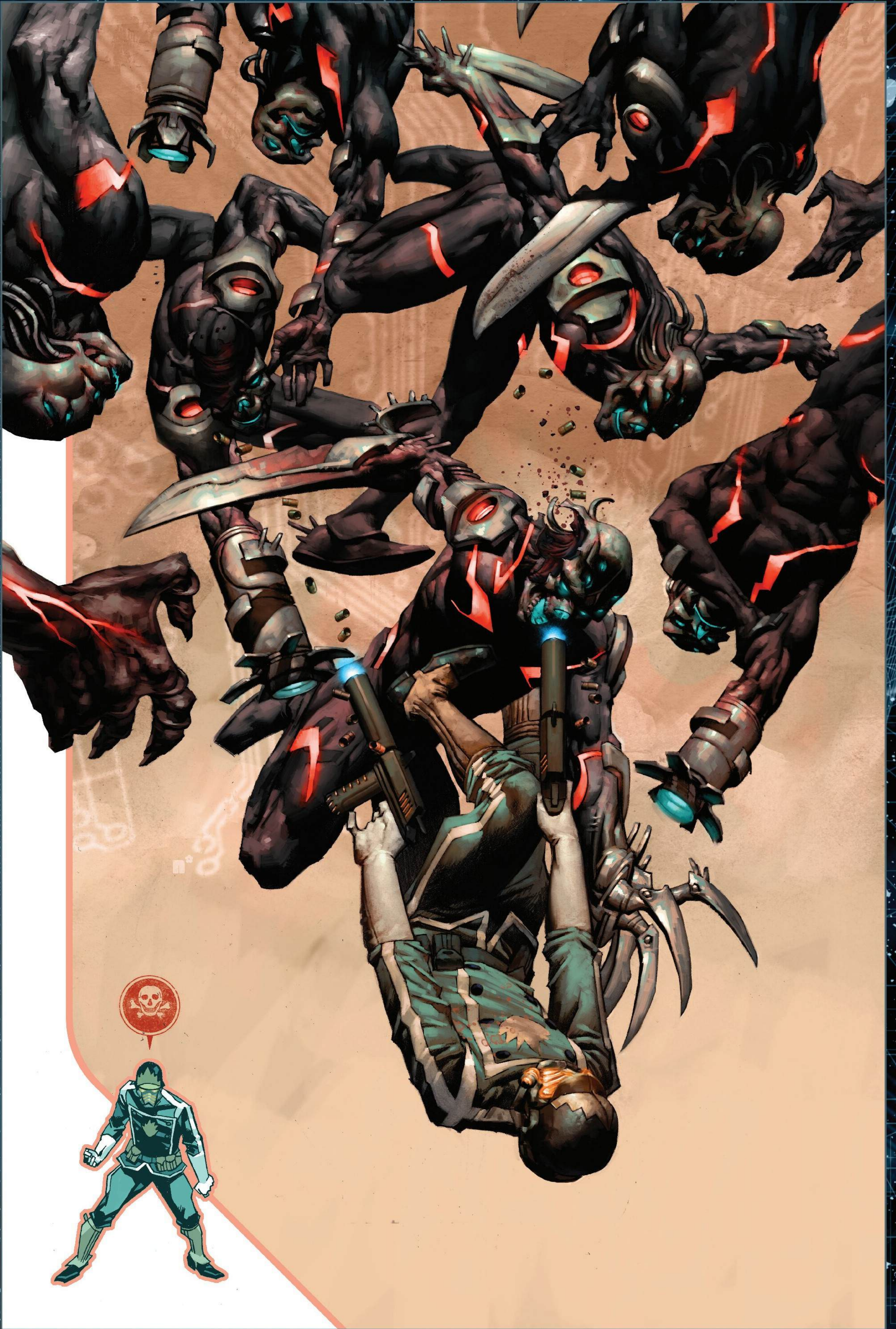
ASK ME
IF I CARE,
UNI-FORCE.

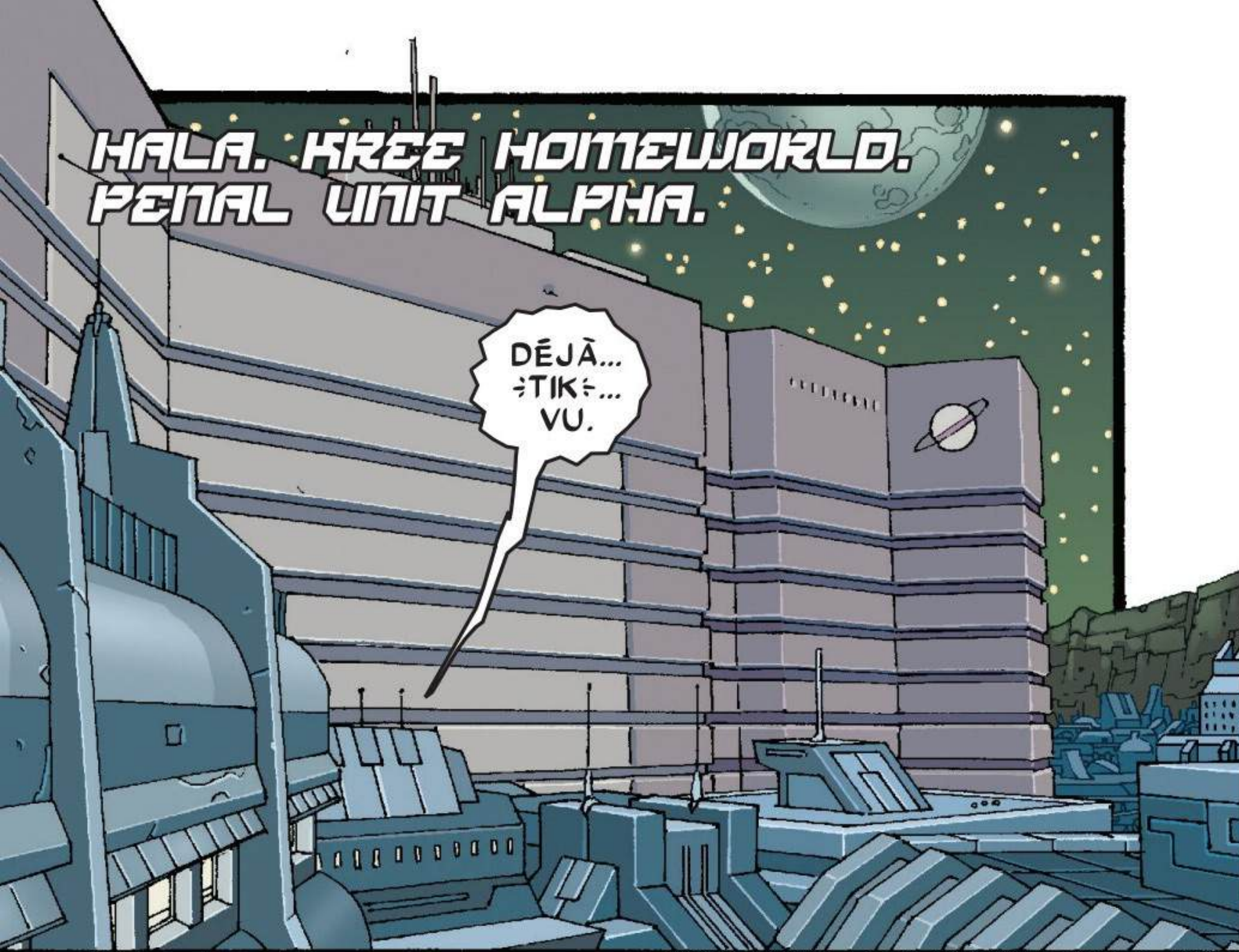












"AND WHERE THE HELL
ARE MANTIS AND GABE?"

ONE MILE ACROSS THE CITY.

INFECTING OUR
TEAM IS A CHANCE
FOR THE PHALANX TO
STUDY THE EFFICIENCY
OF THE CONTAGION
WHEN INTRODUCED TO
DIVERSE BIOLOGICAL
HOSTS. THEY WILL BE
RELATIVELY SAFE...
FOR THE TIME
BEING.

SO IN A NUTSHELL,
WE'VE ALL BECOME
GUINEA PIGS OF THE
"WEAPON" WE WERE
SENT HERE TO
SHUT DOWN?

AND THOSE
WE WERE SENT
TO SAVE ARE NOW
OUR TARGETS.





WE BLEW IT, MANTIS.

IT IS NOT OVER UNTIL IT IS OVER.

DID YOU JUST QUOTE YOGI BERRA?

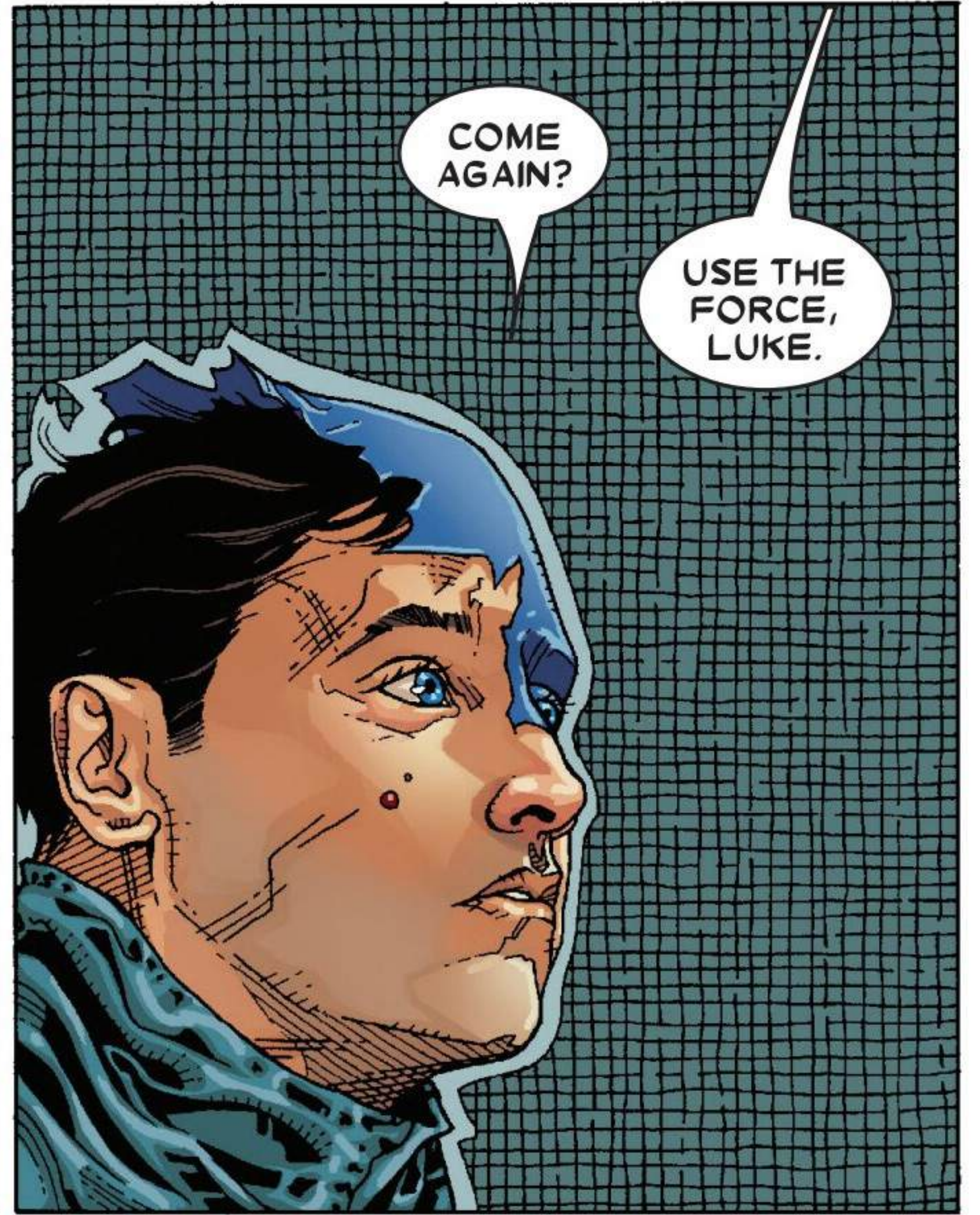
THIS ONE WAS NOT RAISED IN A BUBBLE, BUT SPENT TIME ON YOUR HOMEWORLD.



DOES "THIS ONE" HAVE A PLAN OF ACTION THAT DOESN'T INVOLVE DYING?

QUITE, UNI-FORCE BEARER.

THIS ONE WILL ENDEAVOR TO FREE OUR COMPANIONS WHILE YOU PROCURE THE MEANS BY WHICH THIS CONTAGION WILL BE NEUTRALIZED.



COME AGAIN?

USE THE FORCE, LUKE.

CRAZIEST WOMAN EVER.

GABRIEL VARGAS, THE CONTAGION REPLICATES THE PHALANX'S PRIMARY DIRECTIVE AND MODIFIES IT FOR LARGE-SCALE DISSEMINATION.



C'MON, UNI-FORCE...TELL ME SOMETHING I DON'T KNOW.

THE PHALANX ARE PATHOLOGICALLY METHODICAL. ALL POSSIBLE OUTCOMES ARE CONSIDERED BEFORE ACTION IS TAKEN.

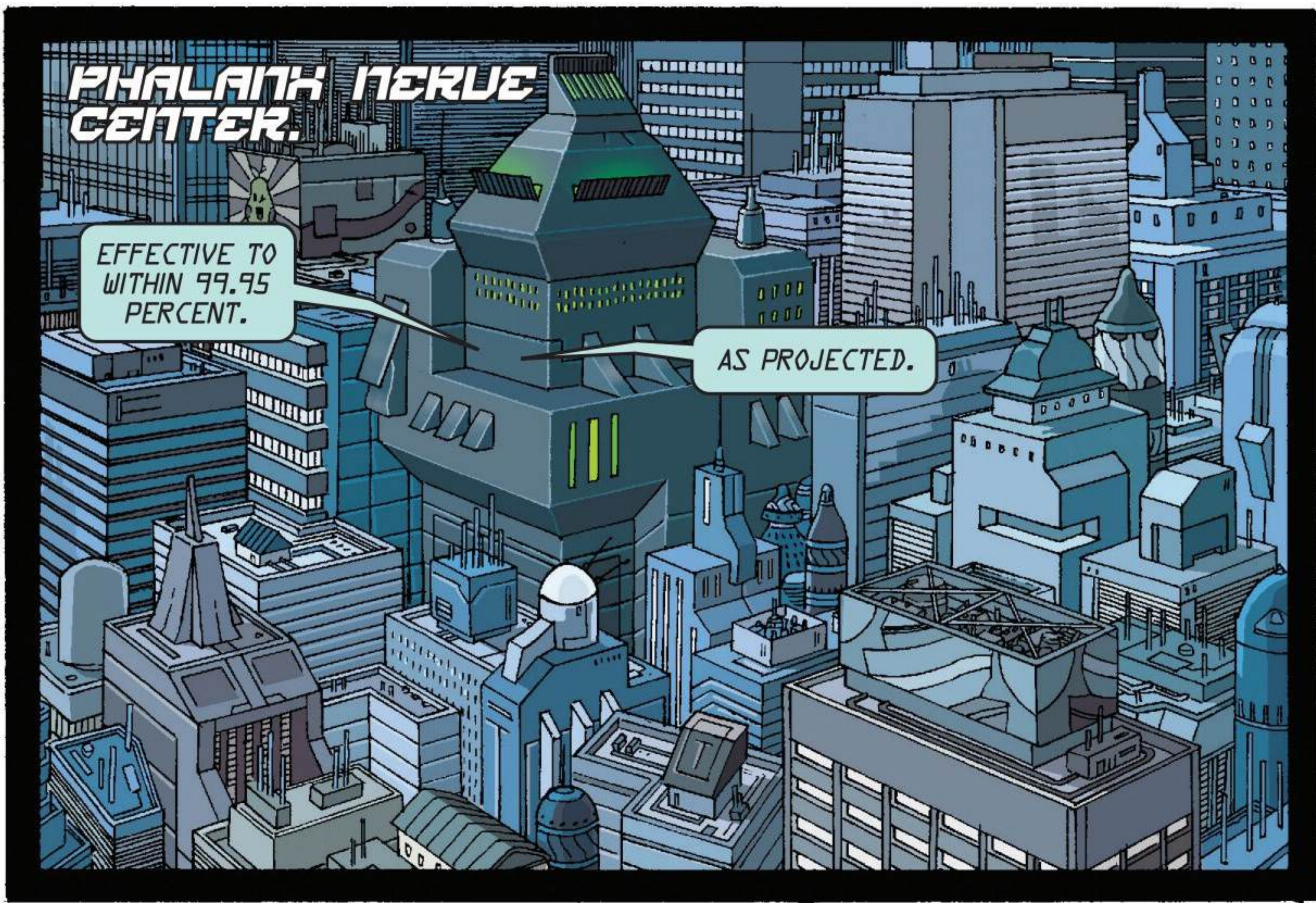
YOU TELLING ME THEY WOULDN'T RELEASE THIS AIRBORNE VIRUS UNLESS THEY HAD AN ANTIDOTE FOR IT?

IT SEEMS LOGICAL. PERHAPS I CAN BE OF SERVICE?

OH... "USE THE FORCE."

THAT, TOO, SEEMS LOGICAL.

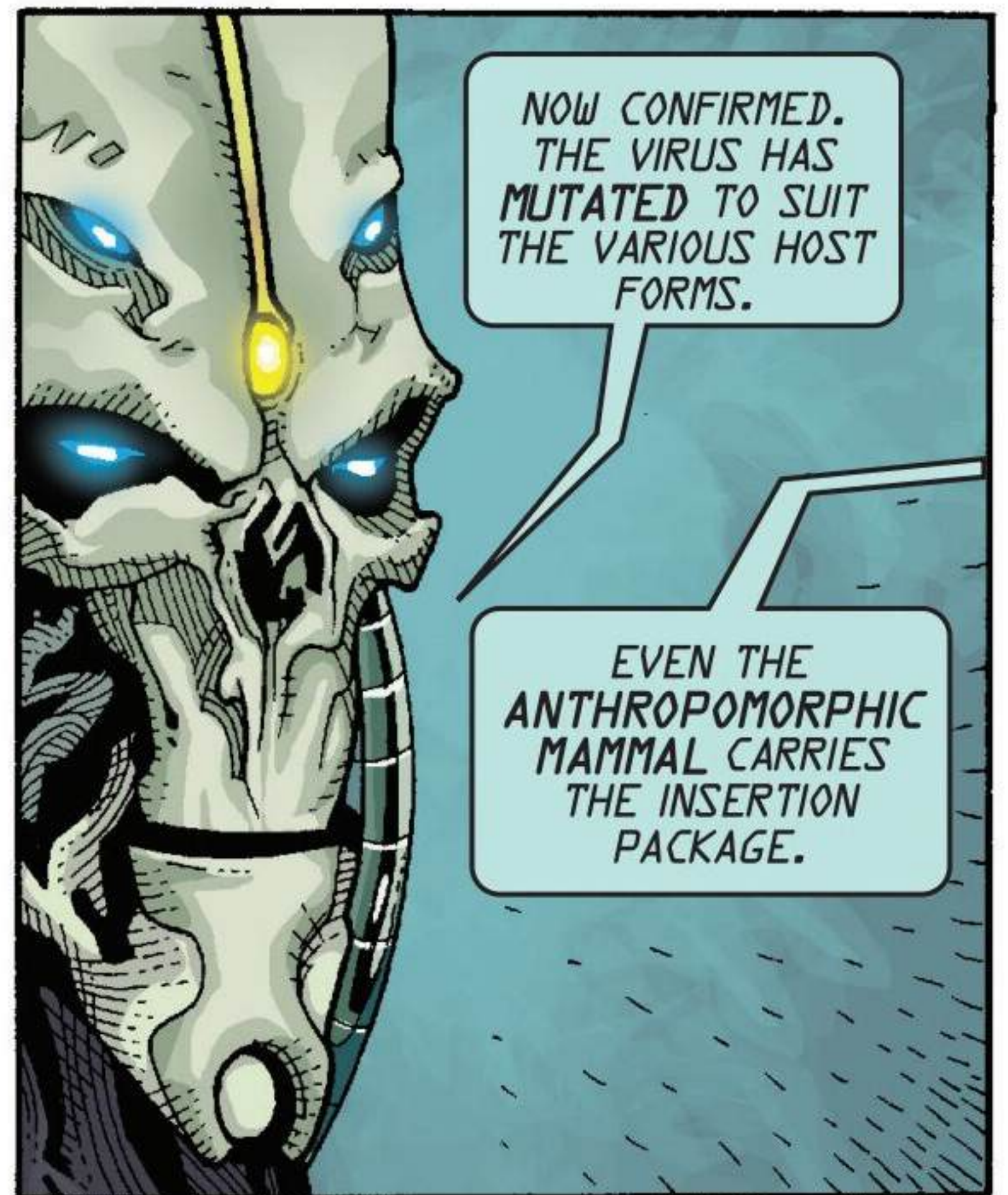




PHALANX NERVE CENTER.

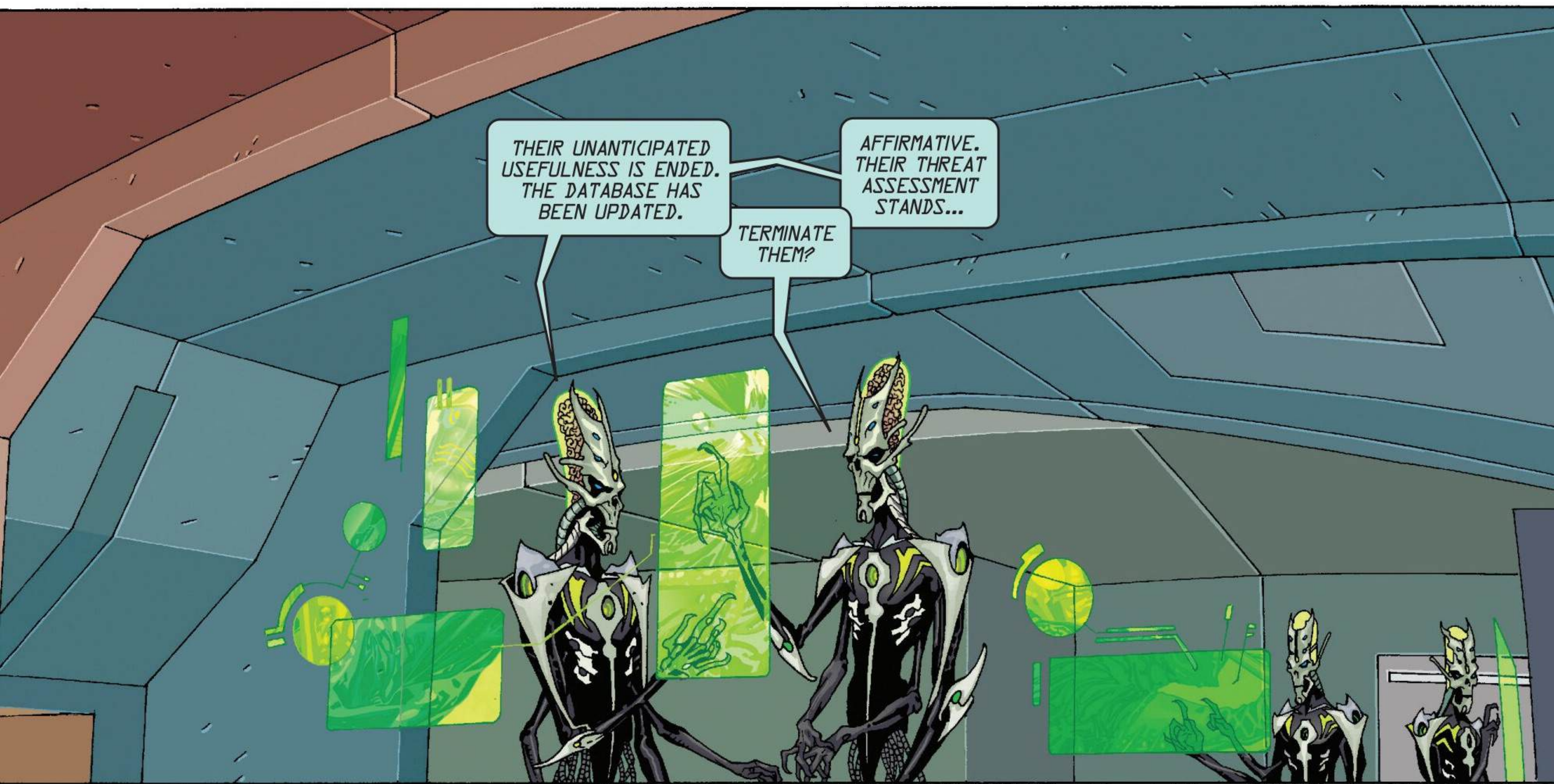
EFFECTIVE TO WITHIN 99.95 PERCENT.

AS PROJECTED.



NOW CONFIRMED. THE VIRUS HAS MUTATED TO SUIT THE VARIOUS HOST FORMS.

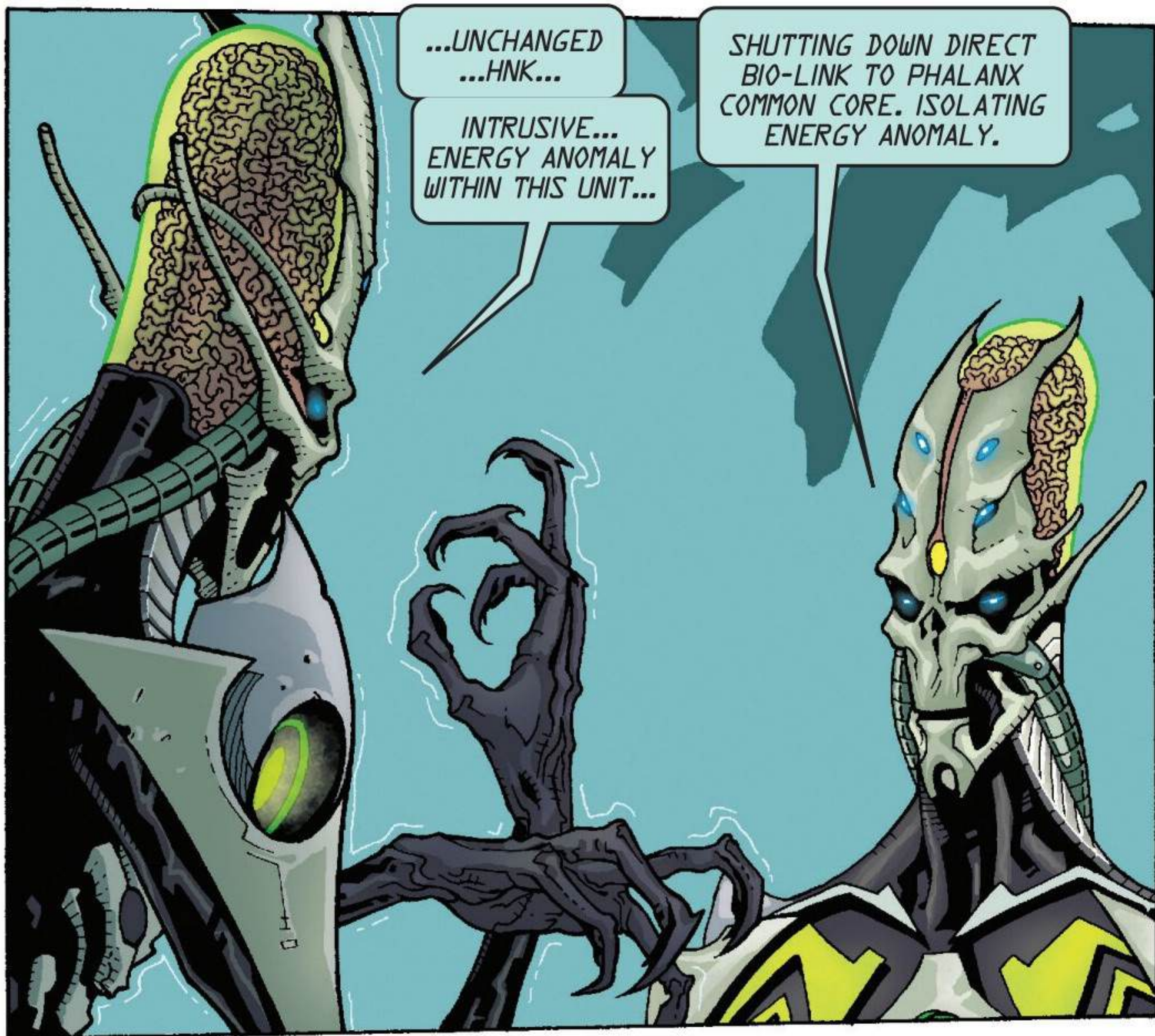
EVEN THE ANTHROPOMORPHIC MAMMAL CARRIES THE INSERTION PACKAGE.



THEIR UNANTICIPATED USEFULNESS IS ENDED. THE DATABASE HAS BEEN UPDATED.

AFFIRMATIVE. THEIR THREAT ASSESSMENT STANDS...

TERMINATE THEM?



...UNCHANGED... HNK...

INTRUSIVE... ENERGY ANOMALY WITHIN THIS UNIT...

SHUTTING DOWN DIRECT BIO-LINK TO PHALANX COMMON CORE. ISOLATING ENERGY ANOMALY.



ENERGY... ANOMALY... IDENTIFIED...



IDEN...TI...FIED... AS... NNNNGH...



...UNI-FORCE!

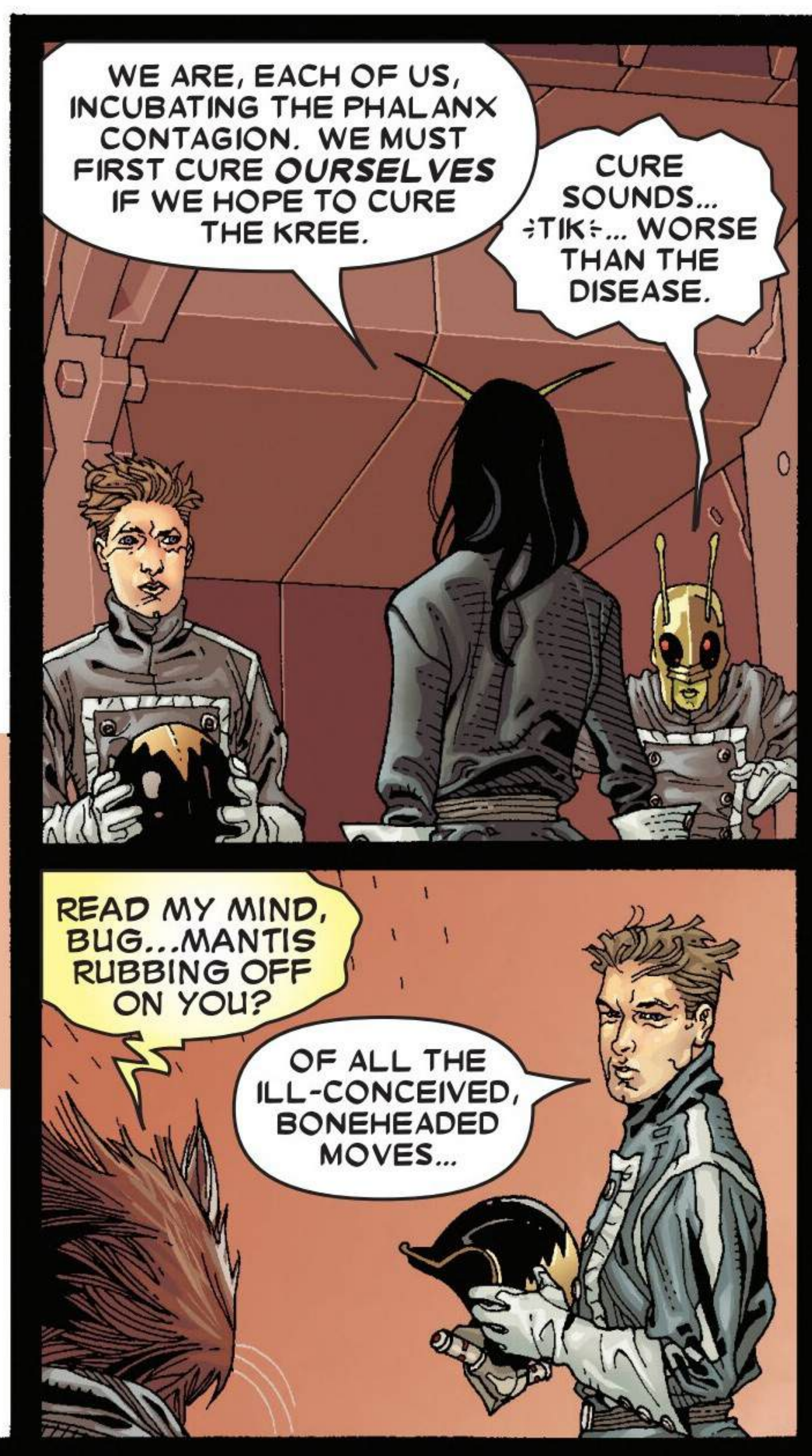


HE WHAT?!

THIS ONE HAS NO WAY OF KNOWING FOR CERTAIN, BUT HAS FAITH THAT GABRIEL OF THE UNI-FORCE COMMITTED HIMSELF TO THE ACT.

HE GAVE THE UNI-FORCE TO THE PHALANX?!

HE ALLOWED THE UNI-FORCE TO CHOOSE A NEW HOST. IT HAS GONE TO FIND INFORMATION.



WE ARE, EACH OF US, INCUBATING THE PHALANX CONTAGION. WE MUST FIRST CURE OURSELVES IF WE HOPE TO CURE THE KREE.

CURE SOUNDS... TIK... WORSE THAN THE DISEASE.

READ MY MIND, BUG... MANTIS RUBBING OFF ON YOU?

OF ALL THE ILL-CONCEIVED, BONEHEADED MOVES...



KNOWLEDGE IS POWER.

THE UNI-FORCE IS POWER! WHAT WAS HE THINKING?!

THE UNI-FORCE WILL RETURN TO GABRIEL ONCE IT HAS PLUCKED THE CONTAGION CURE FROM THE PHALANX DATA MAINFRAME.



I DON'T SUPPOSE IT OCCURRED TO YOU TO... TIK... BRING ALONG OUR WEAPONS?

THEY HAVE BEEN DISASSEMBLED FOR STUDY.

WHAT DID YOU DO, TAKE THE PHALANX WALKING TOUR?

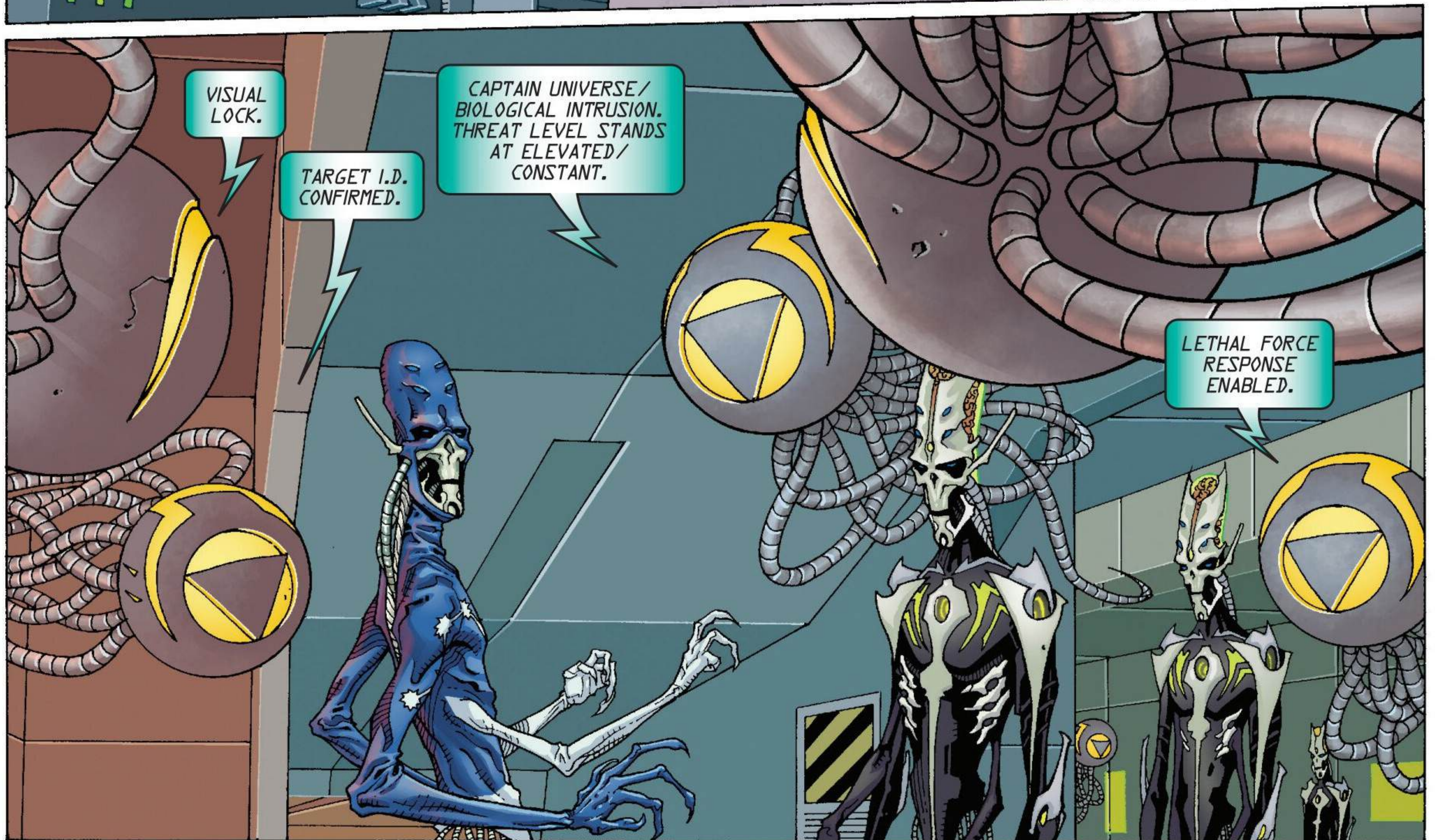


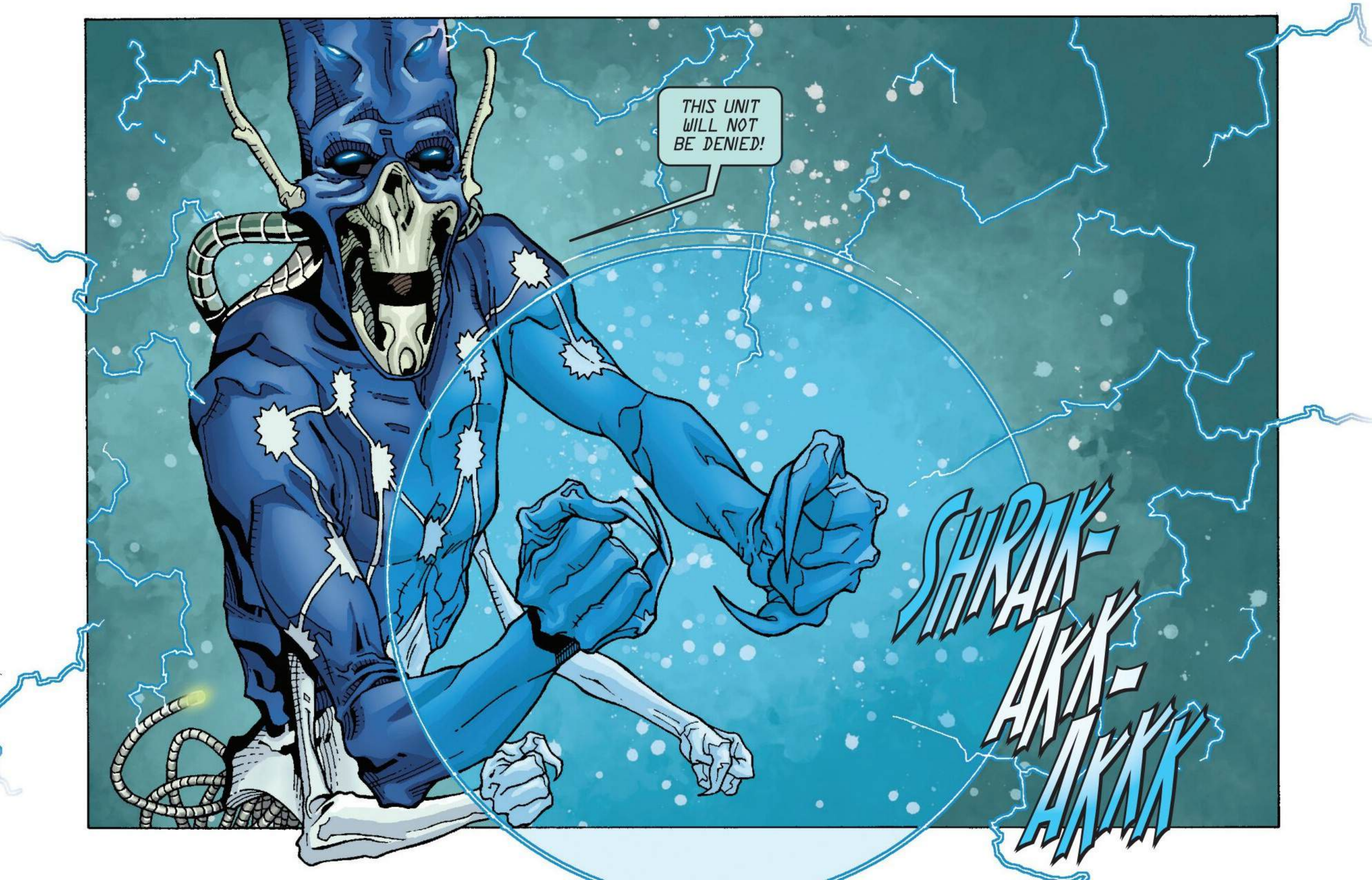
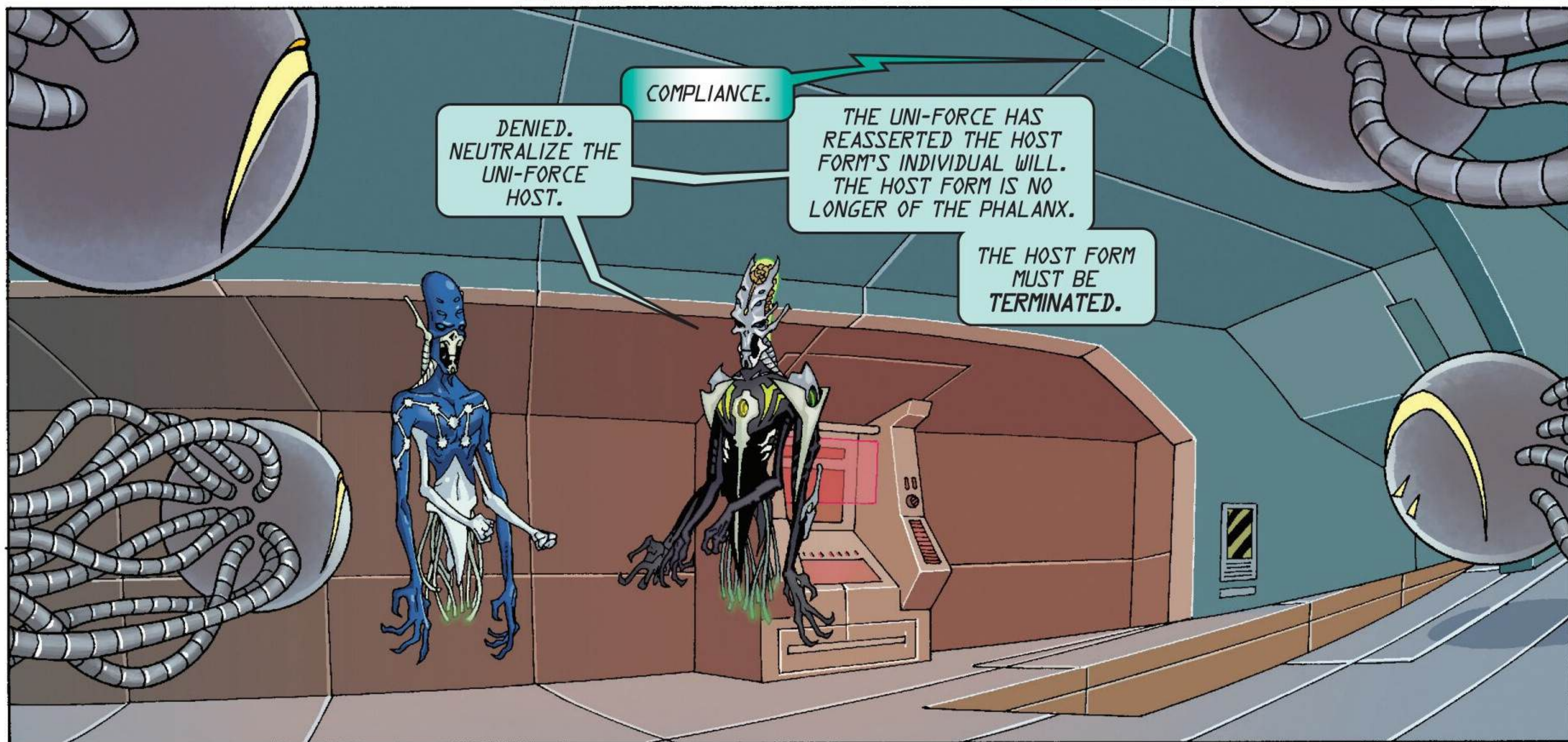
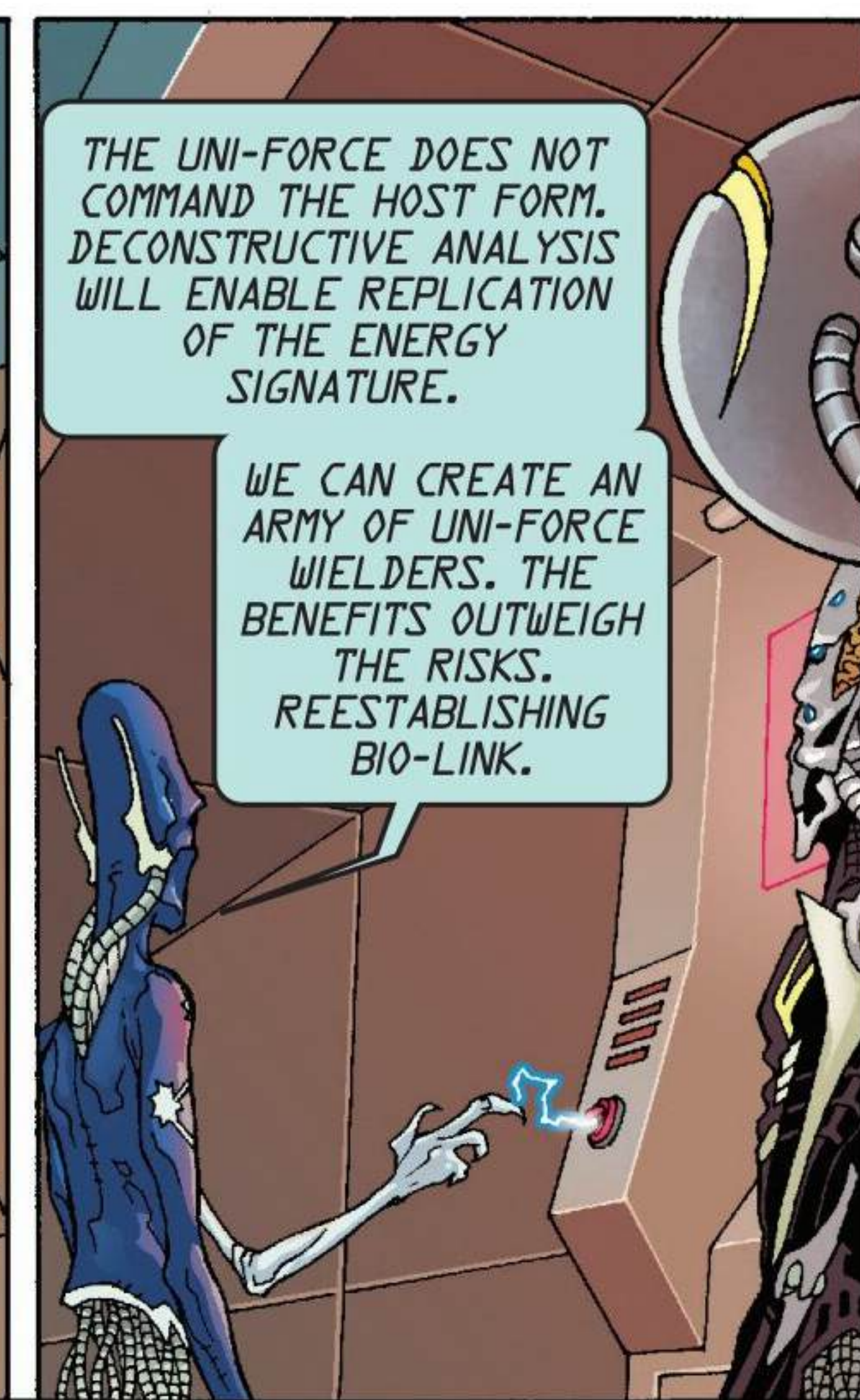
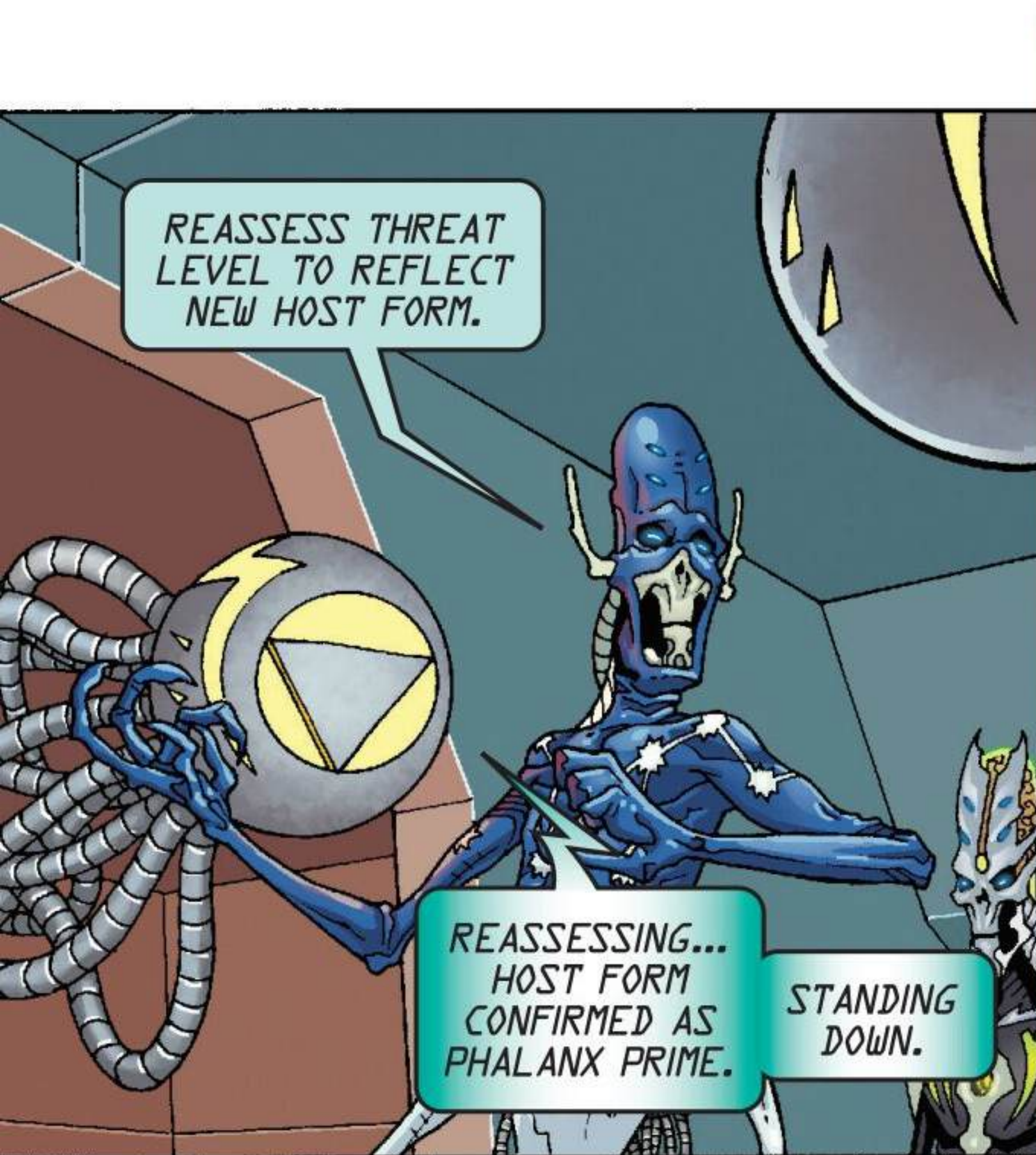
THIS ONE CANNOT SUFFICIENTLY CLOAK ALL OF US. WE WILL, IN ALL PROBABILITY, HAVE TO FIGHT OUR WAY BACK TO GABRIEL.



YEAH...ABOUT THAT CLOAKING POWER THAT YOU KEPT SECRET FROM US...

NOT NOW. WEAPONS FIRST...







PENAL UNIT ALPHA.

THIS PLACE IS CRAWLING WITH...
TICK...GUARDS. THEY
AREN'T PHALANX, BUT
THEY'RE FOLLOWING
ORDERS. WE GOTTA
GET ...TICK...
SCARCE!

WRONG!
WE GOTTA GET
TO GABE!

HE'S OUR KEY
TO GETTING
THE CURE, SO
WE FIND HIM
AND GET HIM
REPOWERED.



THESE FANCY
GUNS WE
LIBERATED ARE LIKE
HOMING
BEACONS!

BEGGARS
CAN'T BE
CHOOSERS!

GROOT
IS NO
BEGG--
HNK!



YOUR
HIGHNESS!

BZOW!





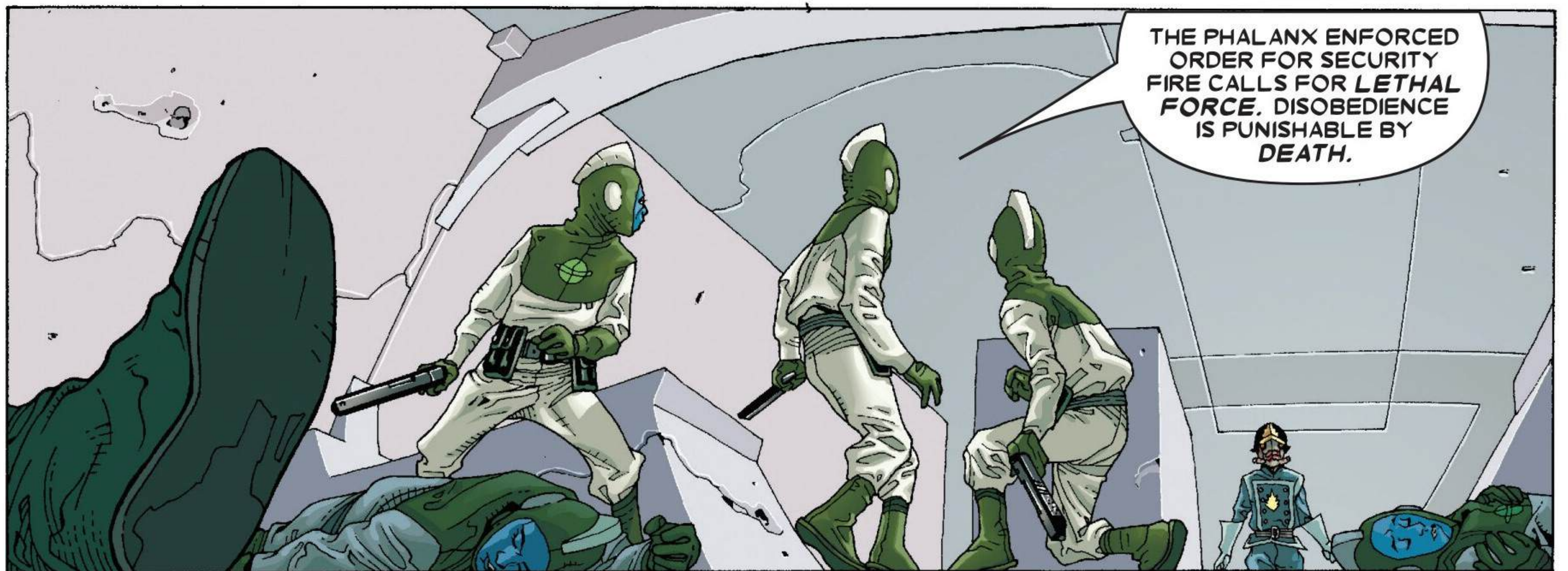


YOU FINALLY
LOST YOUR MIND?
THERE ARE... ♪TIK♪...
OTHER WAYS!

I DON'T THINK
YOUR PHALANX BOSSES
ARE GOING TO LIKE YOU
SURRENDERING.

HOW'S
THAT?

WE'RE
AS GOOD
AS DEAD
ALREADY.



THE PHALANX ENFORCED
ORDER FOR SECURITY
FIRE CALLS FOR **LETHAL
FORCE**. DISOBEDIENCE
IS PUNISHABLE BY
DEATH.



I'M NOT FOLLOWING
ANY OF THIS. IF YOU
DIDN'T INTEND TO
KILL US, THEN WHY
STILL SHOOT
AT US?

IN SPITE OF
THE PHALANX,
THEY ARE KREE,
ABOVE ALL
ELSE.

HOWABOUT
FOR ONCE YOU
DON'T SPEAK IN
RIDDLES?

THE PHALANX
DRONES ARE
PROGRAMMED
AUTOMATONS. THEY
OBEY WITHOUT
QUESTION. BUT
THESE KREE GUARDS
ARE HONOR BOUND
TO OBEY... ONLY
WHEN IT IS FOR THE
FURTHERANCE
OF THE KREE.



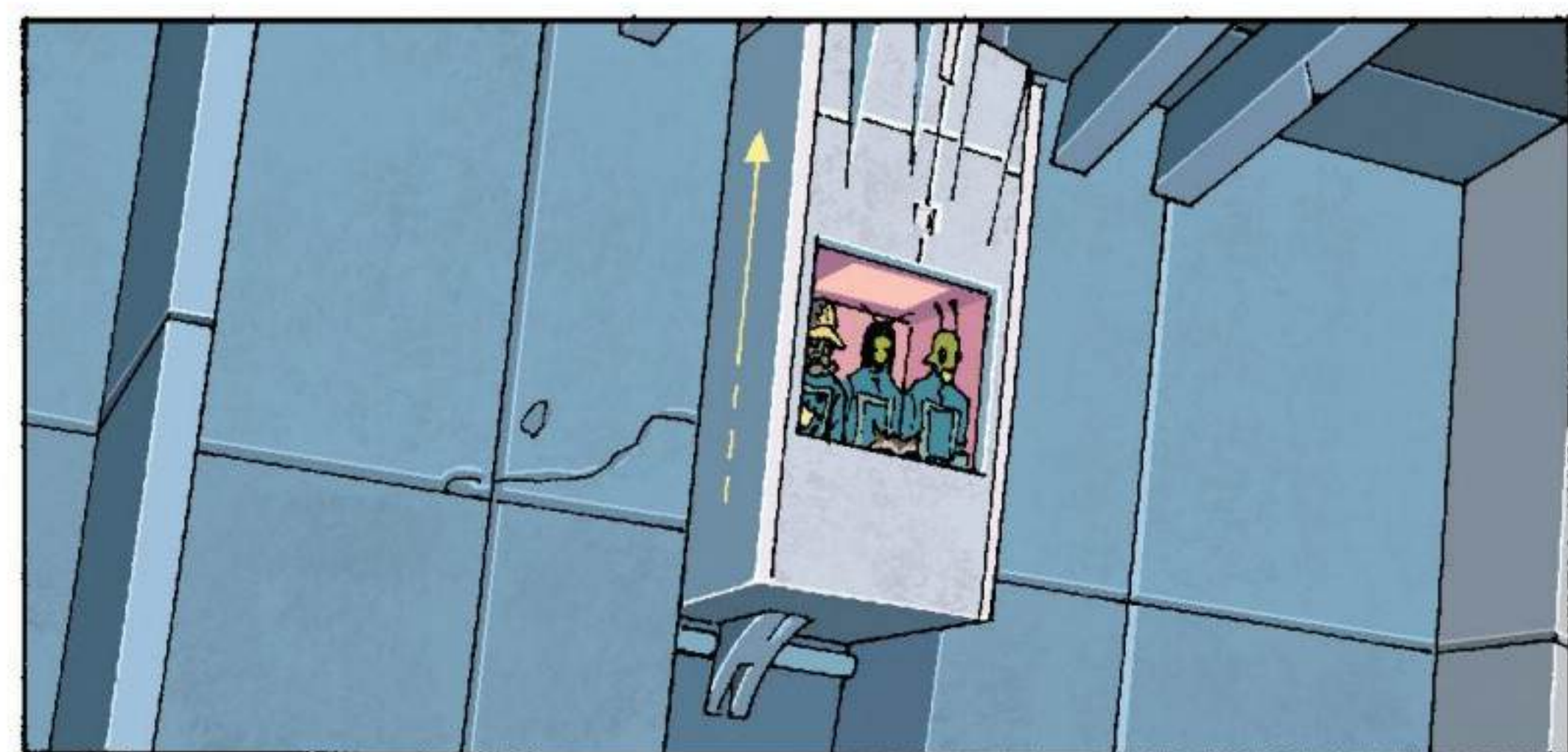
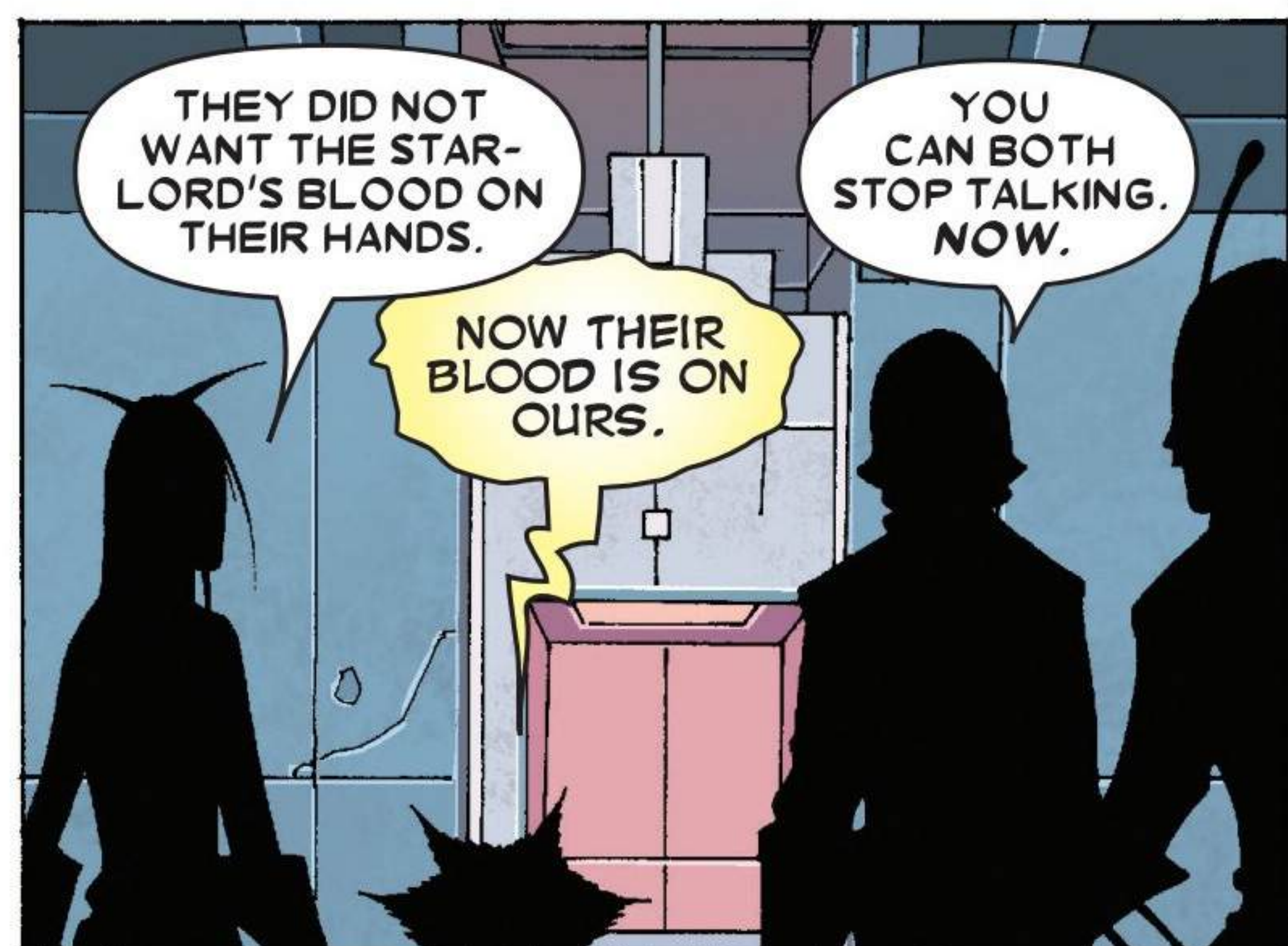
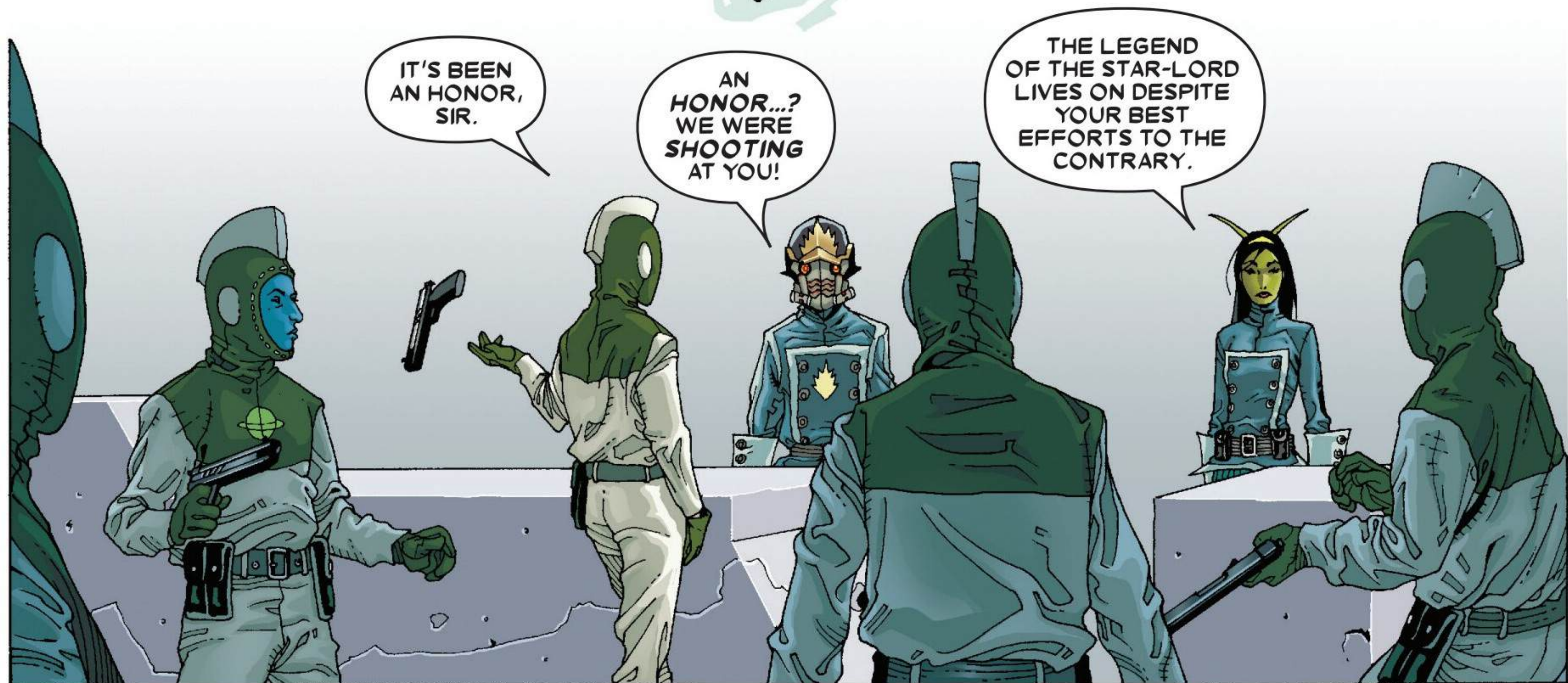
LET ME... ♪TIK♪... GUESS.
IF IT'S NOT IN THE KREE'S
BEST INTERESTS, THOSE
ORDERS BECOME... ♪TIK♪... OPEN
TO **INTERPRETATION**?

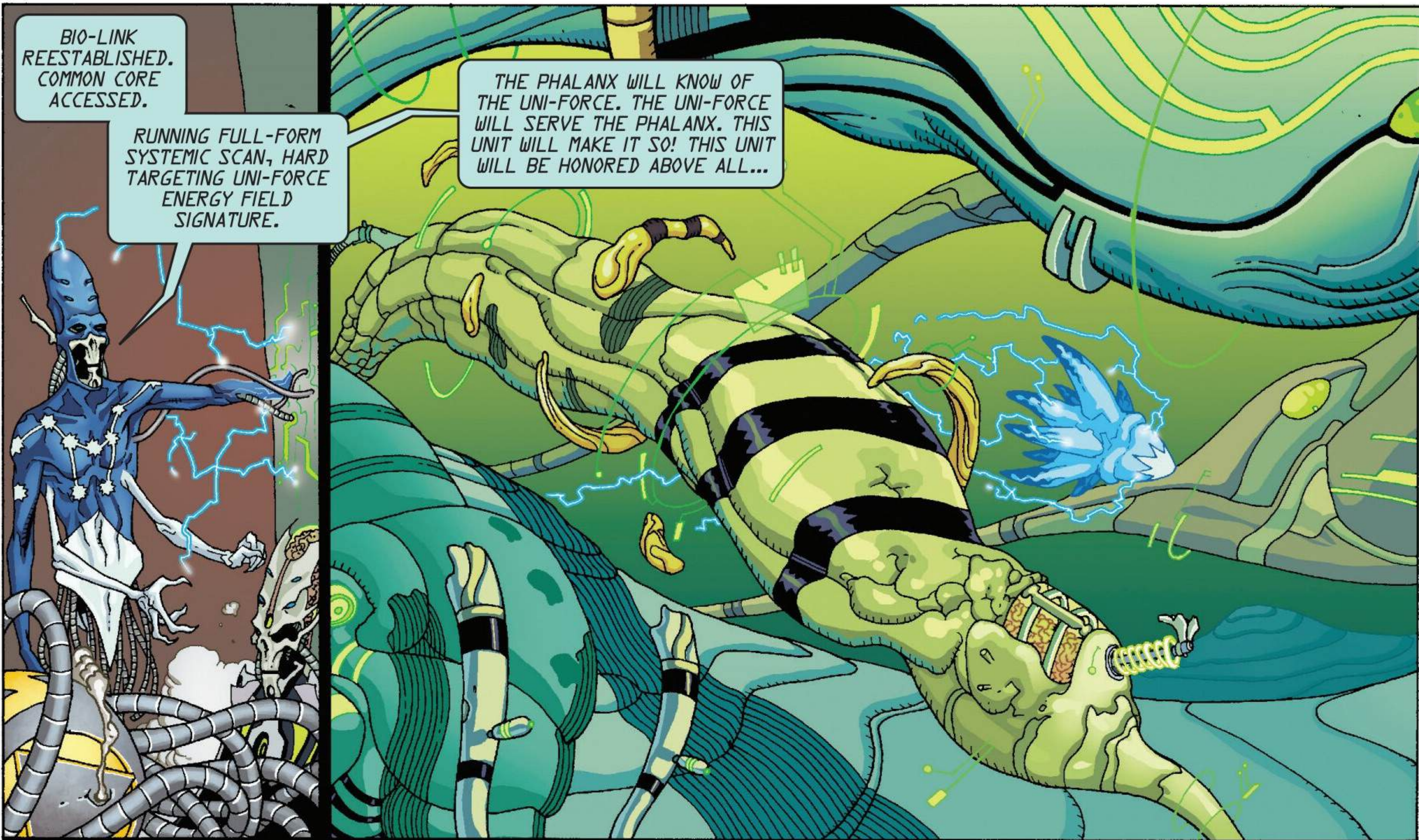
AS IN...
TECHNICALLY YOU
DID FIRE AT US, BUT
SINCE... ♪TIK♪... WE'RE HERE
TO HELP YOU, YOU DIDN'T
SHOOT TO... ♪TIK♪...
KILL?



THAT... AND YOU
DID ATTACK US.
SELF-DEFENSE
IS ALWAYS A
PRIORITY.

I CAN'T BELIEVE
I'M FEELING
GUILTY ABOUT
THIS.

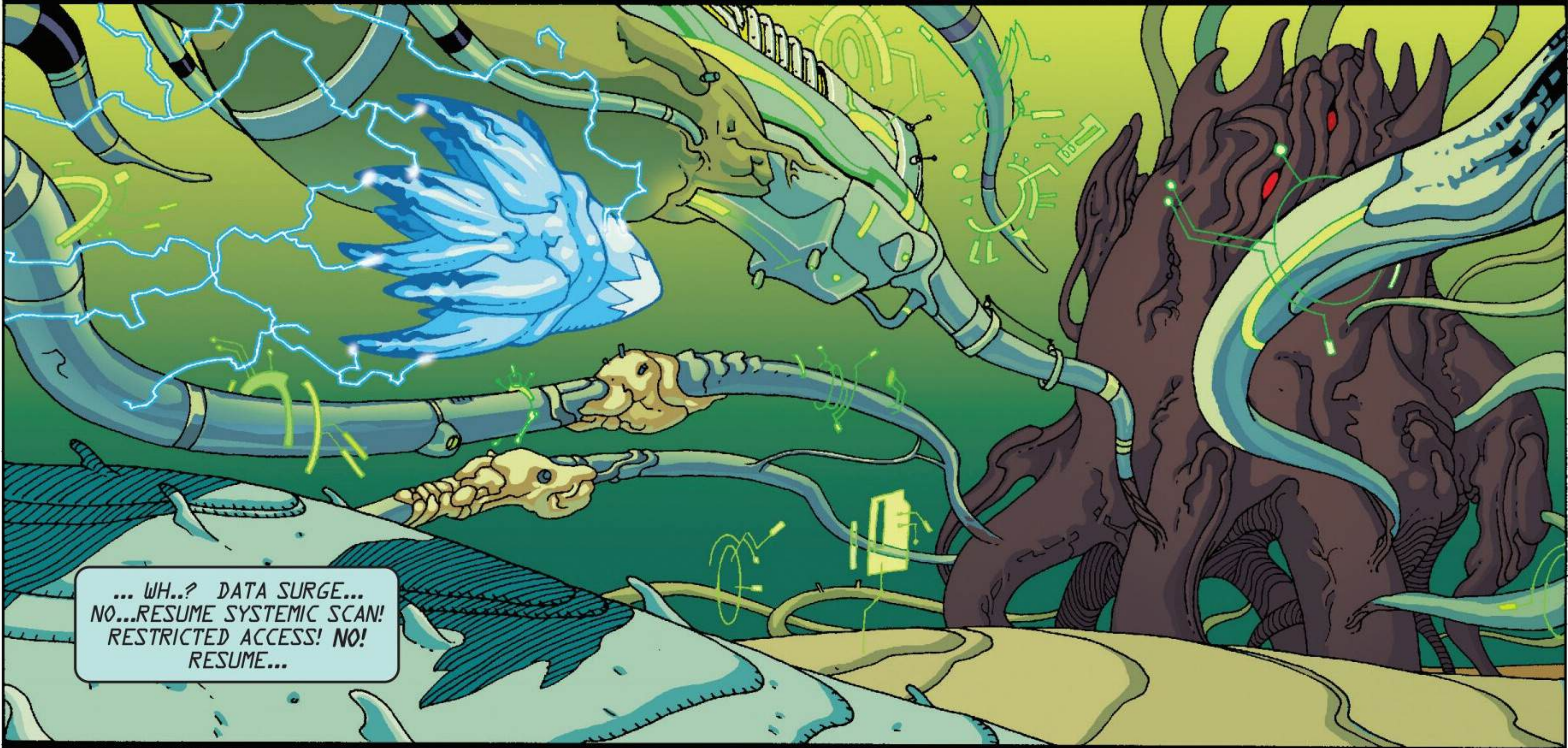




BIO-LINK
REESTABLISHED.
COMMON CORE
ACCESSED.

RUNNING FULL-FORM
SYSTEMIC SCAN, HARD
TARGETING UNI-FORCE
ENERGY FIELD
SIGNATURE.

THE PHALANX WILL KNOW OF
THE UNI-FORCE. THE UNI-FORCE
WILL SERVE THE PHALANX. THIS
UNIT WILL MAKE IT SO! THIS UNIT
WILL BE HONORED ABOVE ALL...



... WH...? DATA SURGE...
NO...RESUME SYSTEMIC SCAN!
RESTRICTED ACCESS! NO!
RESUME...



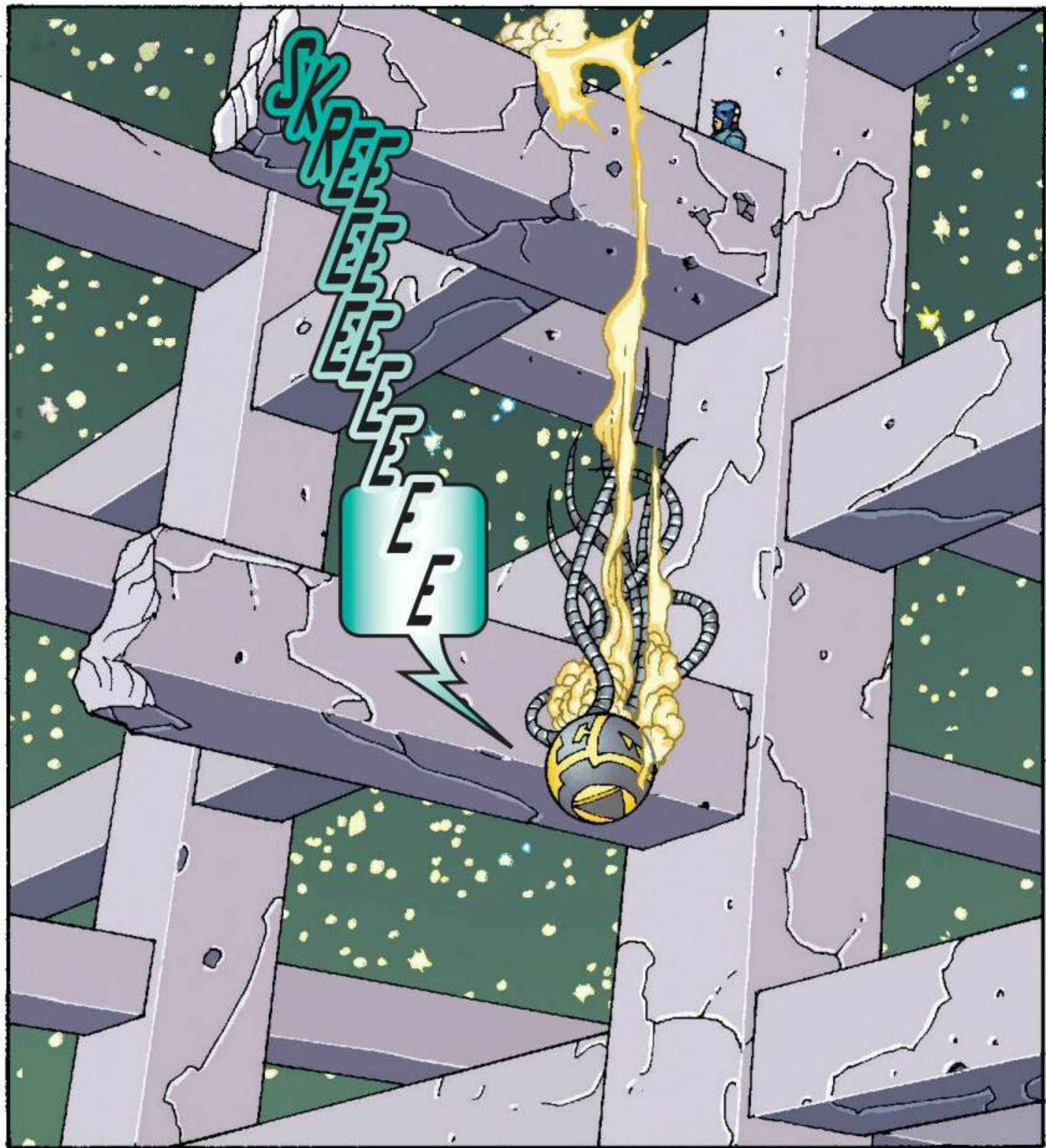
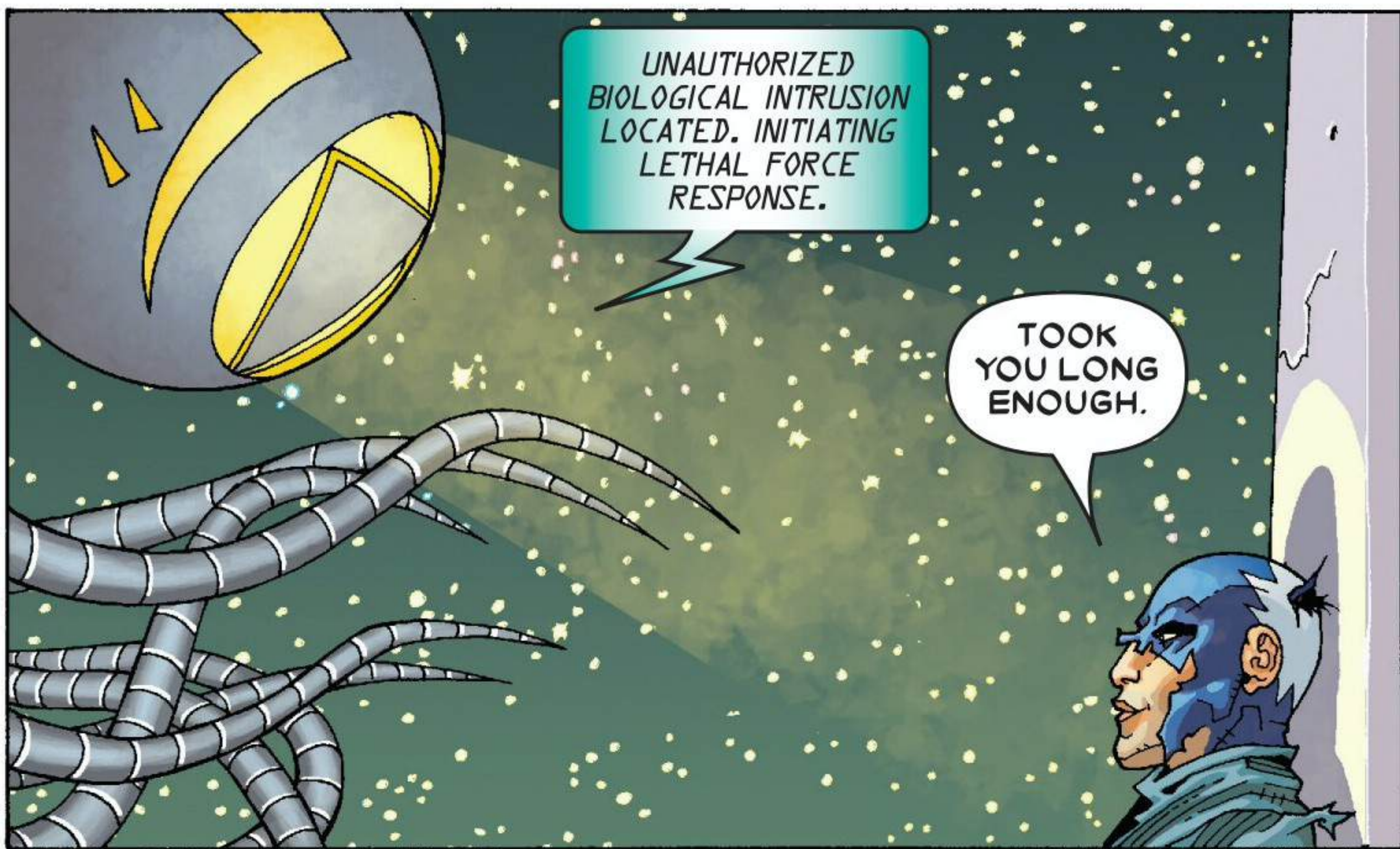
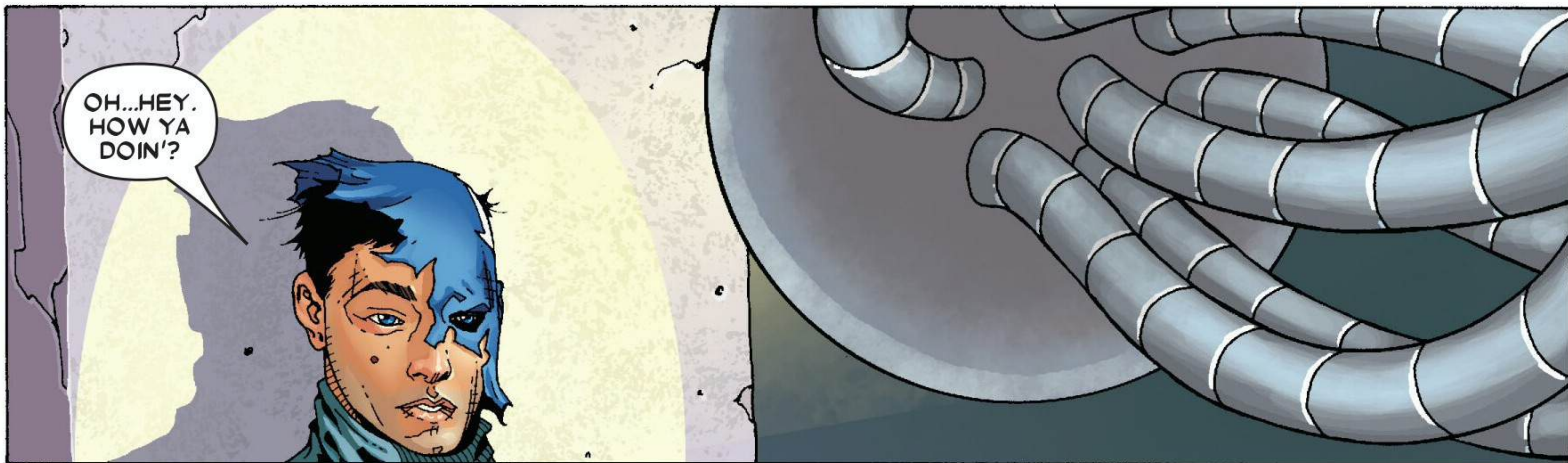
DOWNLOADING
PHALANX CONTAGION
COUNTERMEASURE...

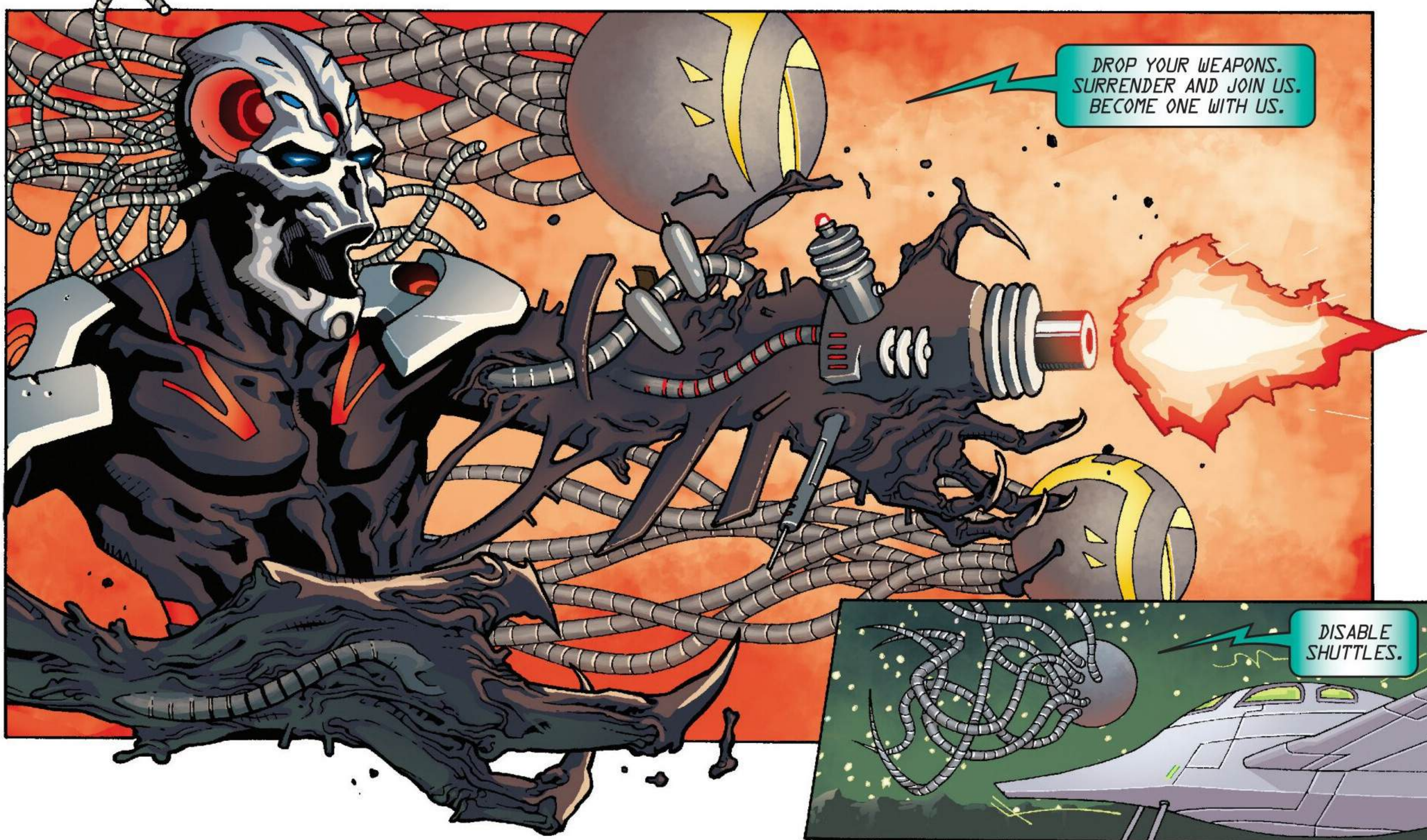
COMMENCING
PROGRAM
PURGE.

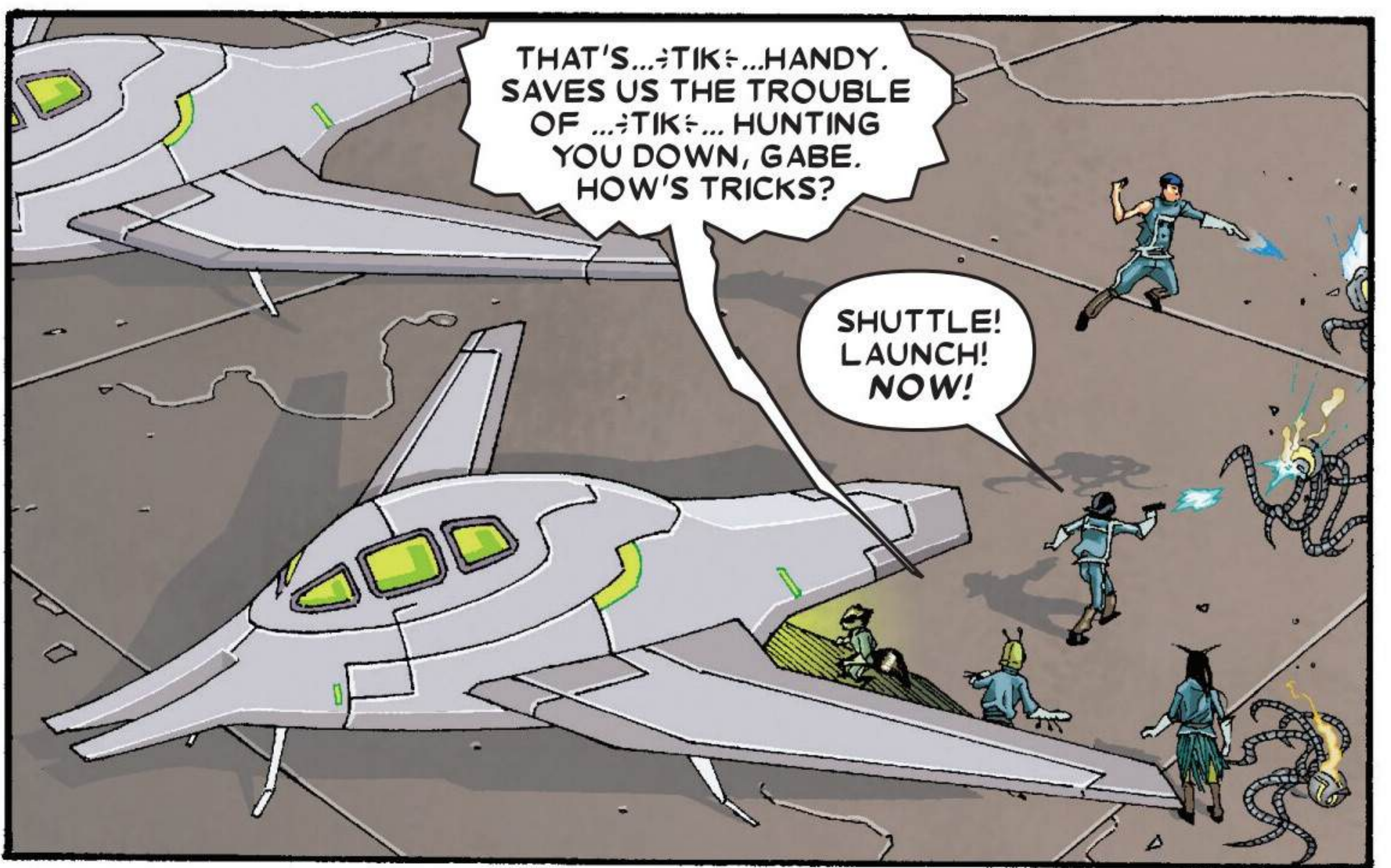
N-NO!

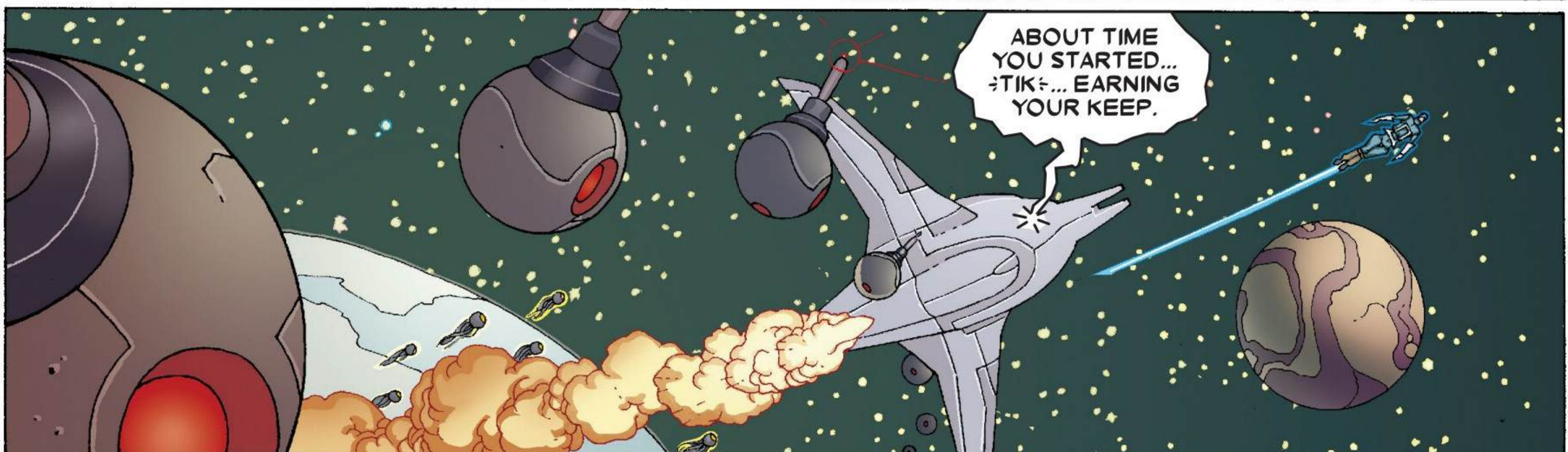
SEVER LINK!
᠎ᠠᠶᠢᠨᠠᠨᠠᠨᠠᠨᠠᠨᠠᠨᠠᠨ
S-S-SEVER...

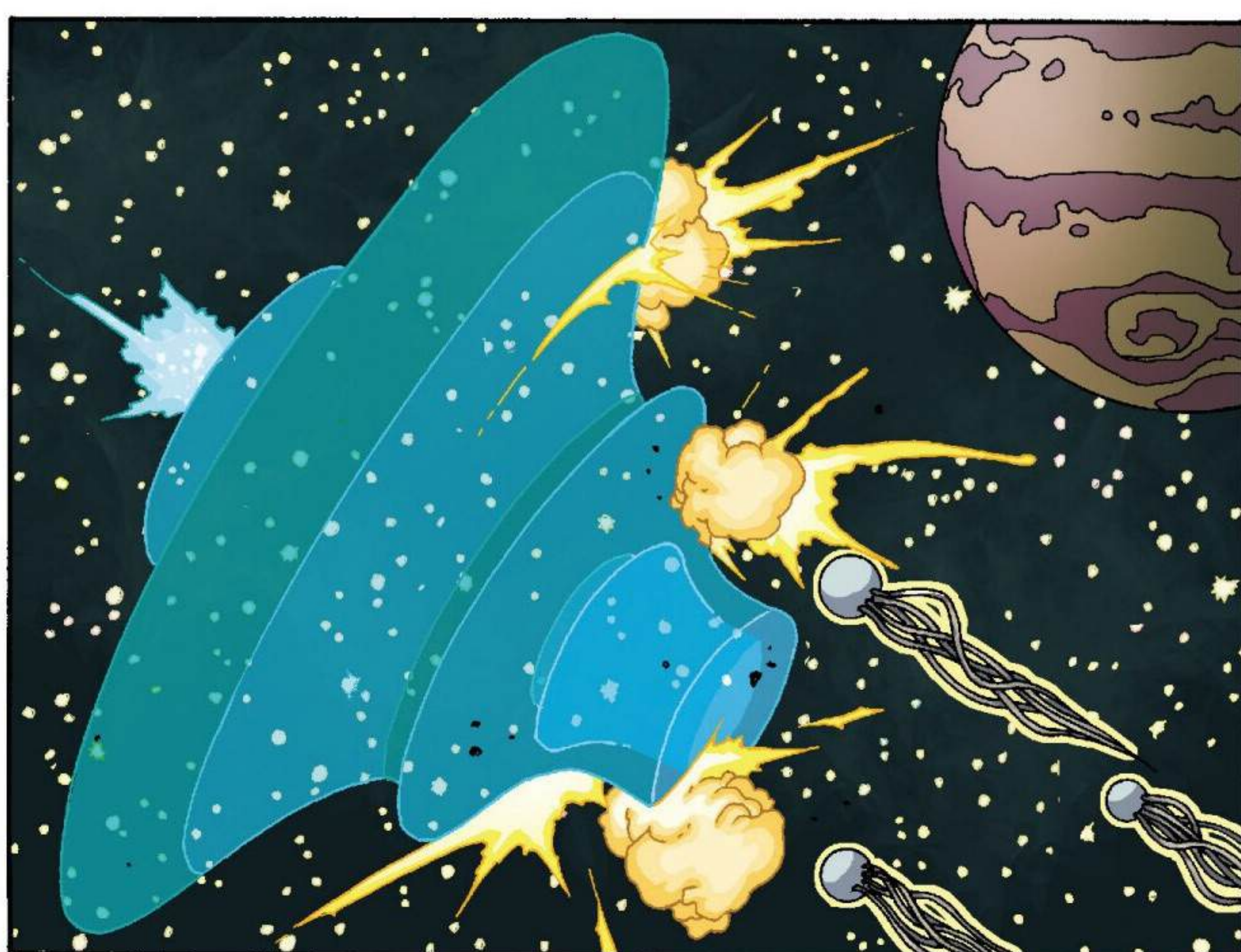
THANK YOU,
PHALANX HOST.
YOUR DUTY IS
DONE.













THIS IS QUILL.
WE'VE ESCAPED HALA
AND HAVE REACHED
THE AGREED-UPON
COORDINATES.

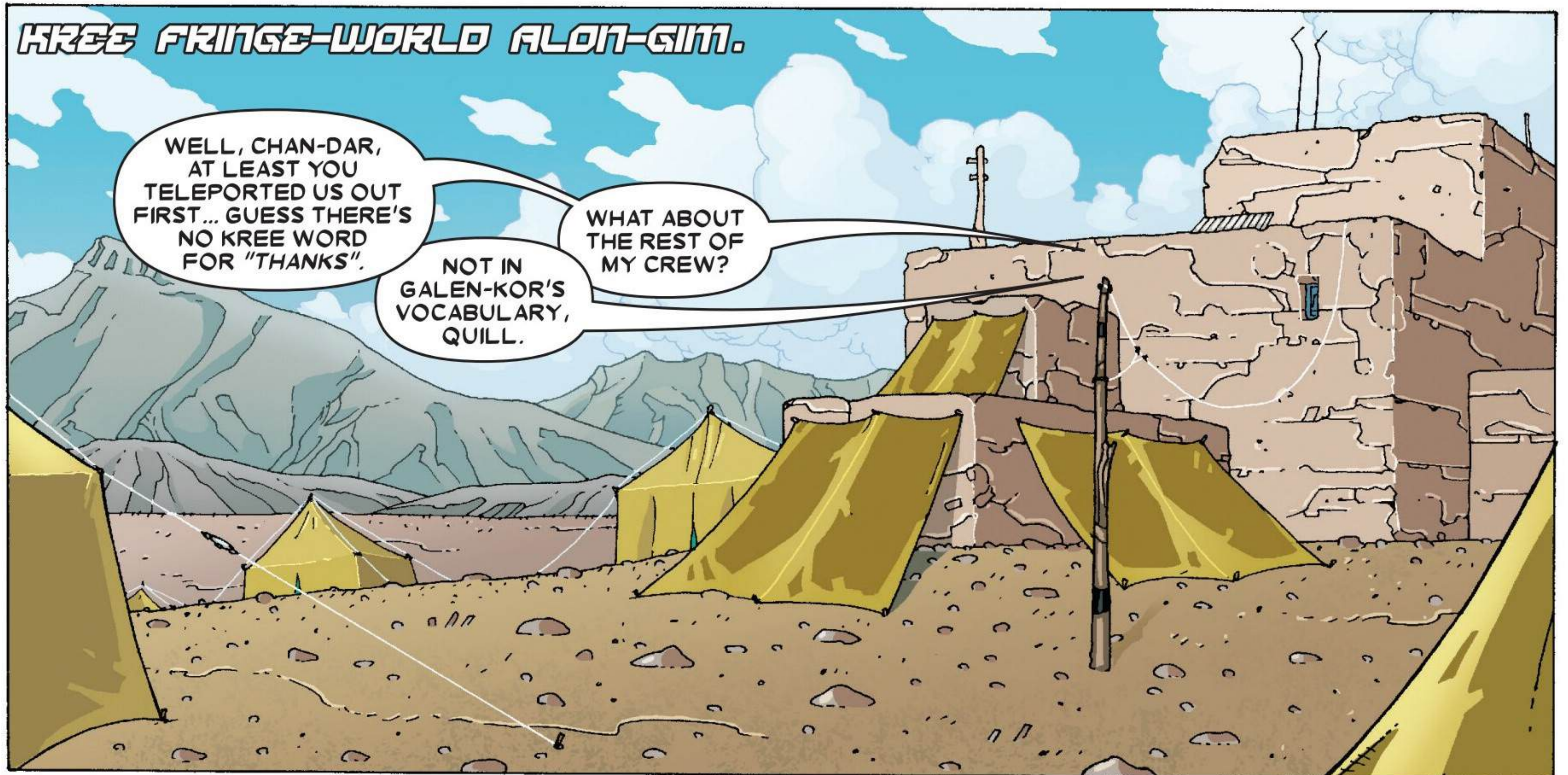
ROGER THAT,
QUILL. PREPARE
FOR EXTRACTION
AND SHIP
DETONATION.

SHIP
WHAT?!



CLEAN HIT.
PHALANX COMPROMISED
SHUTTLE HAS BEEN
DECOMMISSIONED.

KREE FRINGE-WORLD ALON-GIM.



WELL, CHAN-DAR,
AT LEAST YOU
TELEPORTED US OUT
FIRST... GUESS THERE'S
NO KREE WORD
FOR "THANKS".

NOT IN
GALEN-KOR'S
VOCABULARY,
QUILL.

WHAT ABOUT
THE REST OF
MY CREW?

YOUR CREW?
I HAD ALWAYS
HEARD THAT
FAMILIARITY BREEDS
CONTEMPT.

JUST TELL
ME THEY'RE
NOT BACK IN
PRISON.

THEY HAVE
MORE THAN
EARNED THEIR
PARDONS.

AND
GABE?

THE UNI-FORCE HAS
SHARED THE PHALANX
CONTAGION CURE WITH
OUR MEDICS.

THEY'RE PREPARING
AN AIRBORNE ANTIDOTE
FOR THE REMAINING
CITIZENS OF HALA.

IS MY TEAM
CLEAN?







WELL, I'M STILL A TRAINED SOLDIER, SO I FIGURED I'D STICK AROUND FOR ROUND TWO.

THAT IS, IF YOU'LL HAVE ME.



ROUND TWO?

WE HAVE NEW MISSIONS IN DISCUSSION.

DON'T.

YOU AND YOUR TEAM HAVE **NOT** BEEN DECOMMISSIONED.

DON'T!

YOU ARE OUR ONLY LOW-TECH RESOURCE WITH DIRECT CONTACT EXPERIENCE --

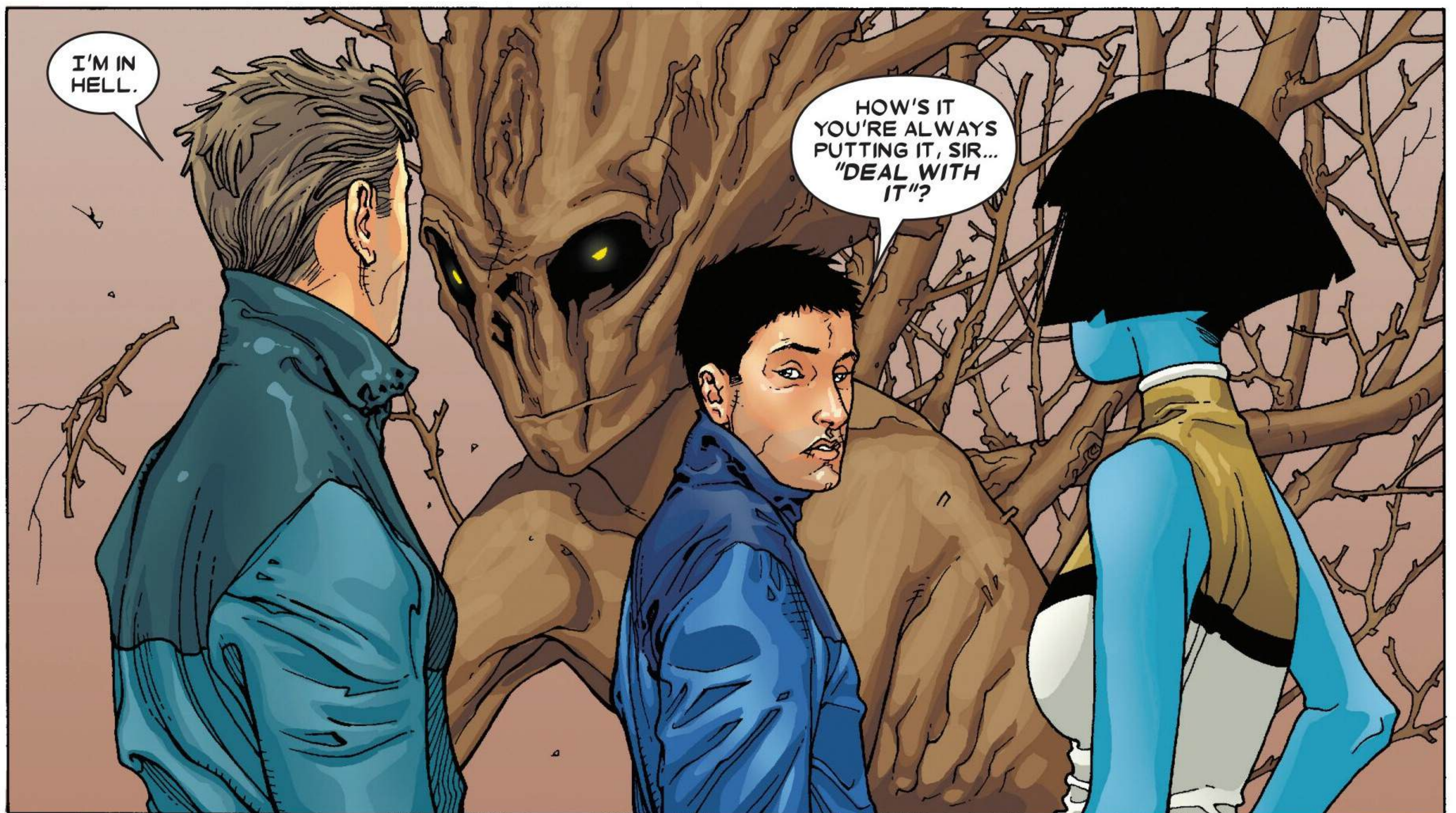


I DON'T THINK HE... ~~TIK~~... LIKES US.

THIS ONE DOESN'T THINK THAT'S AN ISSUE.



HOWZABOUT WE PROMISE NOT TO CALL YOU "STAR-LORD"?



I'M IN HELL.

HOW'S IT YOU'RE ALWAYS PUTTING IT, SIR... "DEAL WITH IT"?



HEY, MR. QUILL,
LOOK WHO'S BACK
TO HIS NORMAL
SIZE!

MISSION
BRIEF AT 0200...
TICK-BOSS.

WONDERFUL.

STAR-LORD & HIS
CREW'S ADVENTURES
CONTINUE IN

**ANNIHILATION:
CONQUEST!**





TITAN, LARGEST MOON OF SATURN.



MANY MONTHS AGO.



BOOM

BOOM

MOTHER, DID YOU **SEE**? I RAN THE OBSTACLE COURSE FASTER THAN ANYONE EVER HAS, EXCEPT FOR FATHER.

IN OTHER WORDS, YOU **FAILED** TO BREAK THE RECORD. IF FAILURE PLEASES YOU SO MUCH, PHYLIA, YOU'RE CERTAIN TO END UP LIKE YOUR BROTHER.

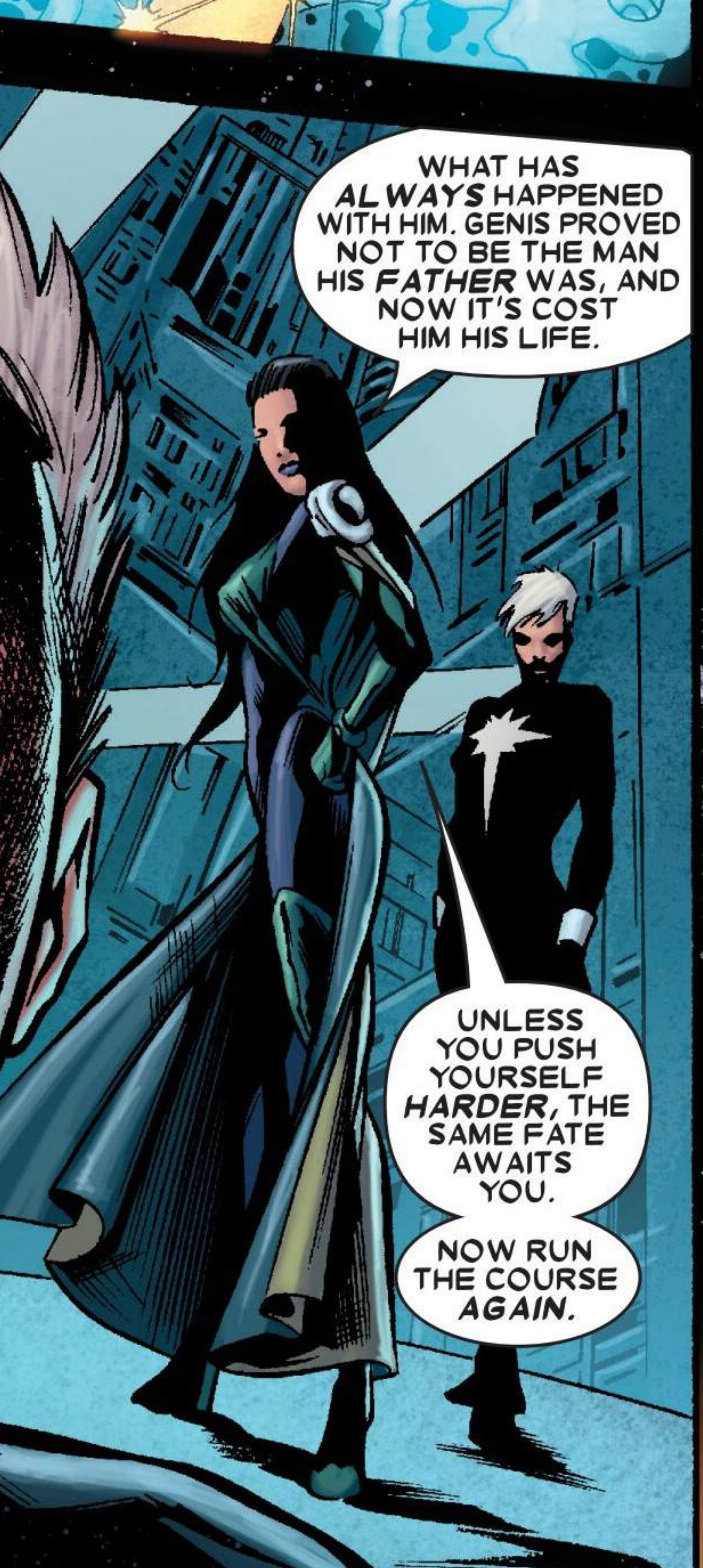
I'VE JUST RECEIVED WORD HE'S BEEN **KILLED**.



GENIS IS DEAD?!

HOW? WHAT HAPPENED?

WHAT HAS ALWAYS HAPPENED WITH HIM. GENIS PROVED NOT TO BE THE MAN HIS **FATHER** WAS, AND NOW IT'S COST HIM HIS LIFE.



UNLESS YOU PUSH YOURSELF **HARDER**, THE SAME FATE AWAITS YOU.

NOW RUN THE COURSE **AGAIN**.

TODAY.
THE FRINGES
OF THE
KREE
EMPIRE.

NNAAGH!

HEATHER!

BE STRONG,
LOVE. WE'RE ENTERING
THE PLANET'S ATMOSPHERE
NOW. WE'RE JUST MINUTES
FROM THE PRIESTS OF PAMA'S
SANCTUARY--THEY'LL
HELP YOU.

NO, DAS'T
IT! WE CAN'T
AFFORD TO STOP
NOW. YOUR MISSION'S
TOO IMPORTANT.
YOU'VE GOT TO
FIND THE KREE
SAVIOR.

I KNOW.
BUT YOUR
PAIN'S BEEN
WORSE EVERY
DAY, AND I
CAN'T JUST
SIT HERE AND
WATCH YOU
SUFFER.

KOOM
REE REE
REE

HULL
BREACH!

IT'LL SEAL
AUTOMATICALLY.
BUT WHAT--?

TARGETS IDENTIFIED.
PHYLA-VELL;
ENERGY MANIPULATOR.
HEATHER DOUGLAS, A.K.A.
MOONDRAGON; TELEPATH.
STATUS: FUGITIVES.

REBELS, BY
ORDER OF THE
PHALANX, YOU ARE
TO SURRENDER
IMMEDIATELY.

DO NOT RESIST.
SUBMIT TO US.
BECOME US. IT IS
THE DESTINY OF
ALL THINGS.

THANKS,
BUT I'VE
ALREADY GOT ALL
THE DESTINIES I
CAN HANDLE.

YOU MAY
NOT HAVE HEARD,
BUT I'M WEARING THE
QUANTUM BANDS NOW.
WHICH MEANS MY
TITLE IS "PROTECTOR
OF THE UNIVERSE."
AND MY NAME...

DESTINY

...IS
QUASAR!



ATTACK.
OVERWHELM
AND DETAIN
CARBON-BASED
TARGETS.

HEATHER,
TAKE THE
CONTROLS! GET
OUT OF HERE!
I'VE GOT
THIS!

SO MUCH FOR
INTIMIDATING
THEM.

THEY MUST KNOW
I'VE ONLY HAD THE
QUANTUM BANDS A
SHORT TIME. OR MAYBE
IT'S JUST OBVIOUS THAT
I BARELY UNDERSTAND
HOW THEY WORK.

MOTHER WOULD
LOVE THAT. SEEING
ME DISGRACE
NOT ONE BUT TWO
HEROIC LEGACIES.

NO. CAN'T THINK
LIKE THAT. ONE
THING I DO KNOW
IS THAT THE BANDS
REACT TO MY
THOUGHTS.

YOU ARE
STRONG,
WOMAN.

WHEN YOU HAVE
BEEN ASSIMILATED BY
THE PHALANX, YOU
WILL BE MADE ONE
OF THE SELECT. AN
HONOR GIVEN SOLELY
TO BEINGS OF
GREAT POWER...

IF I BELIEVE
I CAN BEAT
THEM, THEN
I CA--

WHRAMM

WAAAAH!

SHIKON

...SUCH AS THE
SUPER-
ADAPTOID.

INTERESTING. MY
BIO-SCAN INDICATES
YOU SHARE NEARLY THE
EXACT GENETIC CODE
OF MY ONETIME FOE,
CAPTAIN MAR-VELL.

MORE THAN
KNEW HIM,
FLESHLING. I
ABSORBED HIS
POWER. AND
IT IS ONLY
FITTING...

WHAT
ARE...YOU...
YOU KNEW MY
FATHER?

...THAT I
USE IT TO
SUBJUGATE
YOU!

FRAMM

WNGH!

WHY DO YOU
CREATURES FIGHT
ASSIMILATION?
IT IS PEACE.
IT IS ORDER.

THE PAIN...
IGNORE IT. PULL
YOURSELF TOGETHER,
PHYLAX. REMEMBER WHO
THIS CREATURE IS.

I'VE STUDIED
FATHER'S EXPLOITS
IN DETAIL--THE
NAME SOUNDS...

I LEFT EARTH IN
DISGUST AT THE
IRRATIONAL BEHAVIOR
OF HUMANITY. WITH THE
PHALANX, I FOUND
BLISSFUL PURPOSE.
SURRENDER, AND IT CAN
BE YOURS AS WELL.

WAIT, I REMEMBER...THE
SUPER-ADAPTOID CAN MIMIC
THE ABILITIES OF ANY BEING
IT ENCOUNTERS. IT DOESN'T
JUST HAVE THE SKILLS
OF CAPTAIN MARVEL...

...IT POSSESSES
THE COMBINED
POWERS OF ALL
THE AVENGERS!

NNH...
CAN'T TAKE
THIS...

RELAX. BREATHE...
REMEMBER THE
EXERCISES
MOONDRAGON
TAUGHT YOU.

ACCESSING
SUBJECTS:
QUICKSILVER,
HERCULES.

FOCUS. GATHER
ALL YOUR ENERGY
AND PUT IT INTO
ONE...SUDDEN...

...STRIKE!

BTAM

NOW, WHILE
HE'S STUNNED...I'LL
SHOW THIS MONSTER
HE CAN'T STEAL MY
FATHER'S POWER
WITHOUT PAYING
A PRICE.

KTUNG

PRESS THE
ATTACK...SHOW
NO MERCY...

...SLASHRENDDESTROY!

RRUNCH



ALL LIFE
IS THE ENEMY!
DESTROY!
ANNIHILATE--

ERROR--
INTERNAL DAMAGE--
REROUTING--

--ANNIHIL--
NO...

NO!

ACCESSING
SUBJECT: VISION;
ATTRIBUTE:
INTANGIBILITY.

BY ALL THAT'S
HOLY, WHAT
JUST HAPPENED
TO ME?

THE RAGE...LIKE A FIRE...
I WANTED TO DESTROY
EVERYONE, EVERYTHING...
AM I GOING CRAZY?

SELF-REPAIR
INITIATED. SWITCHING
TO LONG-RANGE
ATTACK. SUBJECT:
HAWKEYE.



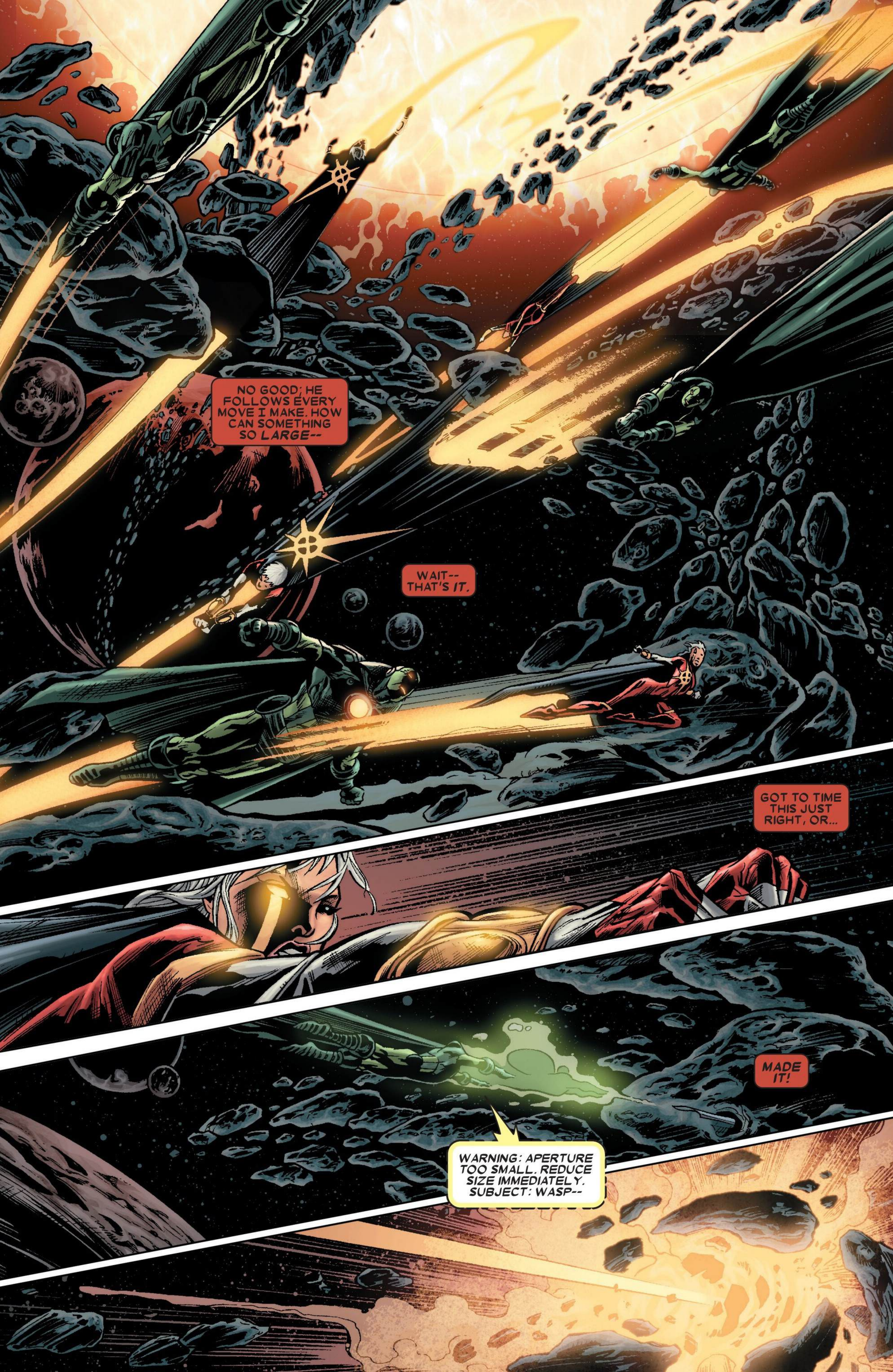
I DON'T HAVE TIME FOR THIS FIGHT. I'VE GOT TO GET AWAY...FIND OUT WHAT'S WRONG WITH ME.

AM I LOSING MY MIND...LIKE MY BROTHER DID?

I CAN'T BELIEVE HOW CRUEL I WAS TO GENIS, CALLING HIM UNWORTHY OF OUR FATHER'S LEGACY. I HAD NO IDEA HOW HARD IT IS, HOW...

ENOUGH OF THAT. I HAVE TO FOCUS ON ESCAPING THE ADAPTOID.

MAYBE I CAN LOSE HIM IN THIS ASTEROID BELT?



NO GOOD; HE
FOLLOWS EVERY
MOVE I MAKE. HOW
CAN SOMETHING
SO LARGE--

WAIT--
THAT'S IT.

GOT TO TIME
THIS JUST
RIGHT, OR...

MADE
IT!

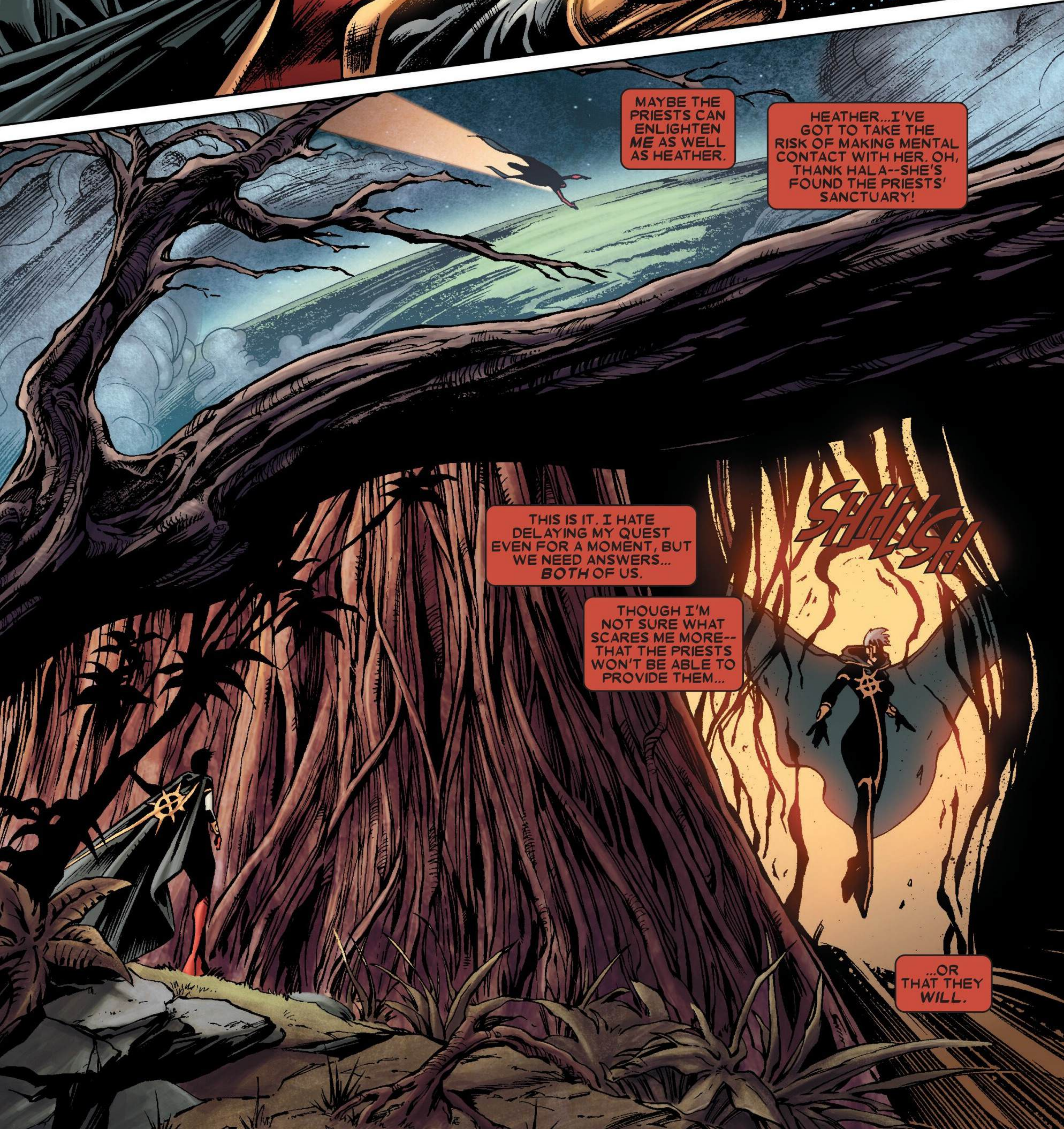
WARNING: APERTURE
TOO SMALL. REDUCE
SIZE IMMEDIATELY.
SUBJECT: WASP--



THAT WON'T FINISH HIM, BUT AT LEAST HE'S OFF MY TRAIL. IT'S LIKE MOONDRAGON KEEPS REMINDING ME--THE QUANTUM BANDS ARE AMAZING TOOLS...

...BUT A WARRIOR'S BEST WEAPON IS HER *BRAIN*.

WAIT--ONE OF THE JEWELS ON MY RIGHT BAND...IT'S GONE DARK. I DON'T BELIEVE IN COINCIDENCES. IT MUST BE RELATED TO MY OUTBURST.



MAYBE THE PRIESTS CAN ENLIGHTEN ME AS WELL AS HEATHER.

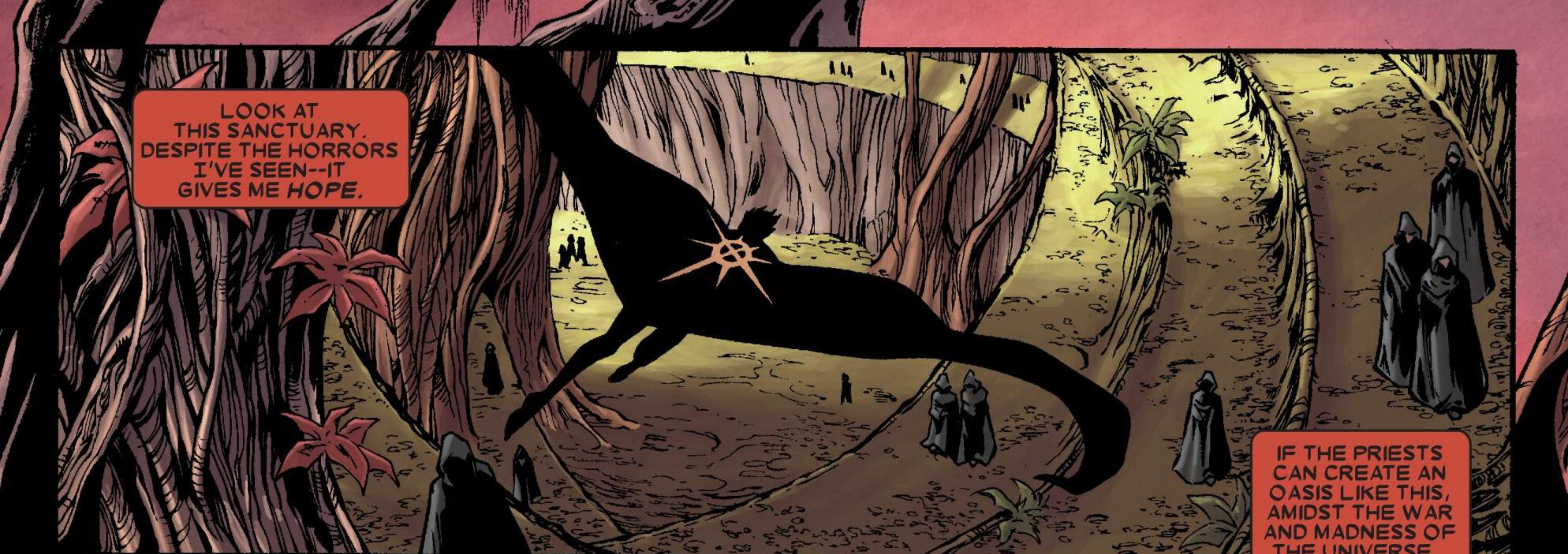
HEATHER...I'VE GOT TO TAKE THE RISK OF MAKING MENTAL CONTACT WITH HER. OH, THANK HALA--SHE'S FOUND THE PRIESTS' SANCTUARY!

THIS IS IT. I HATE DELAYING MY QUEST EVEN FOR A MOMENT, BUT WE NEED ANSWERS... BOTH OF US.

THOUGH I'M NOT SURE WHAT SCARES ME MORE-- THAT THE PRIESTS WON'T BE ABLE TO PROVIDE THEM...

SHHHISH

...OR THAT THEY WILL.



LOOK AT
THIS SANCTUARY.
DESPITE THE HORRORS
I'VE SEEN--IT
GIVES ME HOPE.

IF THE PRIESTS
CAN CREATE AN
OASIS LIKE THIS,
AMIDST THE WAR
AND MADNESS OF
THE UNIVERSE...
ANYTHING
IS POSSIBLE.

...DAMNATION,
IT HURTS--

CONFLICT
ALWAYS HURTS,
MOONDRAGON.
WE'VE DISCUSSED THE
OTHER OPTIONS,
BUT YOU--

HEATHER!
ARE YOU ALL
RIGHT?



PHYLA! I
WAS STARTING
TO WORRY
ABOUT YOU. THE
PHALANX?

DELAYED
FOR NOW.
YOU LOOK
MUCH BETTER.
ARE YOU...?



I'M FINE.
THE ELDERS
HELPED ME BRING
MY HEADACHES
UNDER CONTROL.
THEY'RE NOTHING,
JUST THE STRESS
OF WAR.



THANK HALA, BUT THE PHALANX WON'T STOP LOOKING FOR US.

AFTER I EXITED, I SENT OUR SHIP TOWARD THE OUTER RIM ON AUTOPILOT. IT SHOULD BUY US SOME TIME WHILE THEY CHASE IT.

WE CAN FINALLY GET A FEW HOURS' SLEEP.

WE DON'T HAVE TIME TO STOP. WE HAVE TO FIND THE SAVIOR, AND I HAVEN'T THE FAINTEST IDEA WHERE TO LOOK.

IF THIS "PRESENCE" THAT SPOKE TO YOU IS SO WISE, WHY CAN'T IT GIVE YOU BETTER DIRECTIONS?

I THOUGHT YOU BELIEVED IN MY QUEST. I CAN'T BELIEVE YOU STILL HAVE DOUBTS ABOUT THE HIGHER POWER SPEAKING TO ME.

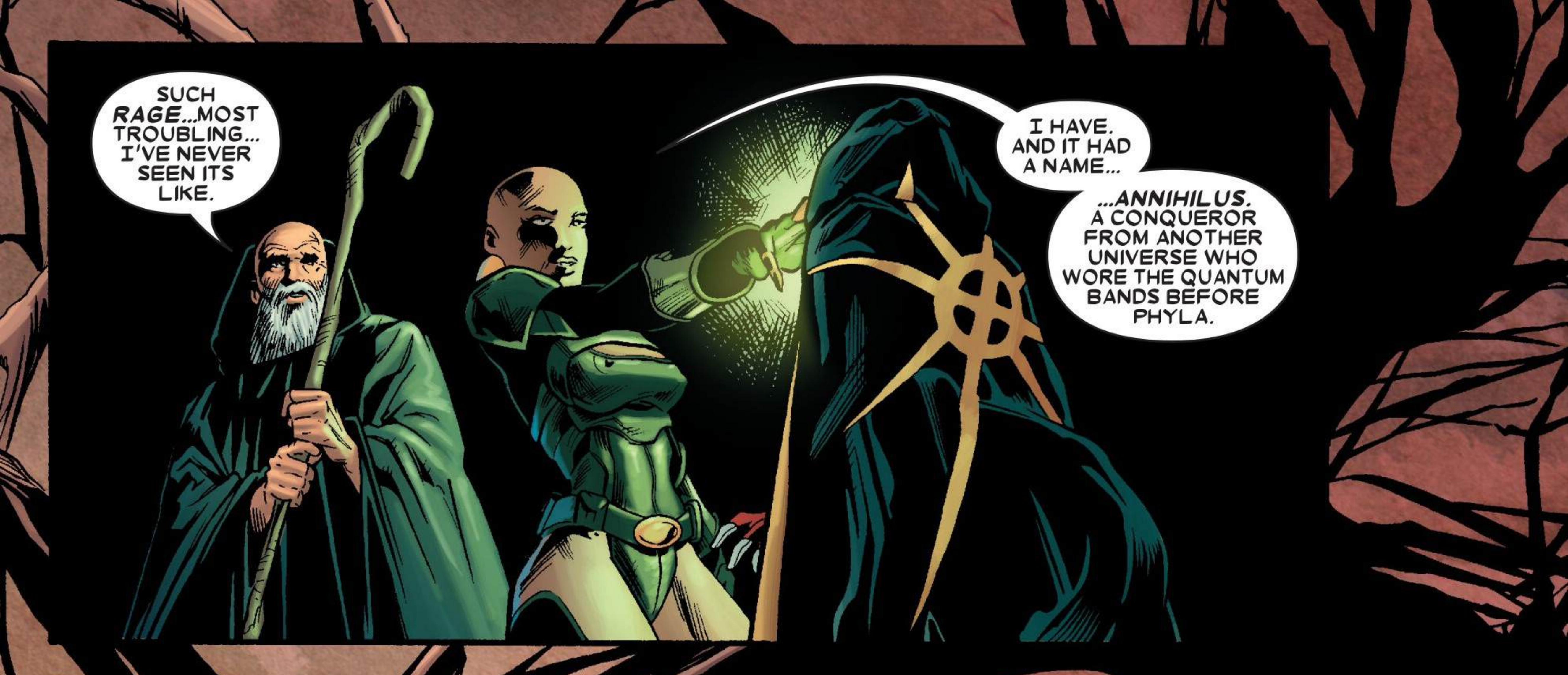
THAT'S NOT WHAT I MEANT, PHYL. I'VE MET A FEW "HIGHER POWERS" IN MY DAY. IT'S NOT THEIR EXISTENCE I QUESTION...

...IT'S THEIR MOTIVES.

BUT SOMETHING ELSE IS BOTHERING YOU. I CAN SENSE IT.

SOMETHING... HAPPENED TO ME, WHEN I FOUGHT THE PHALANX. IT WAS...

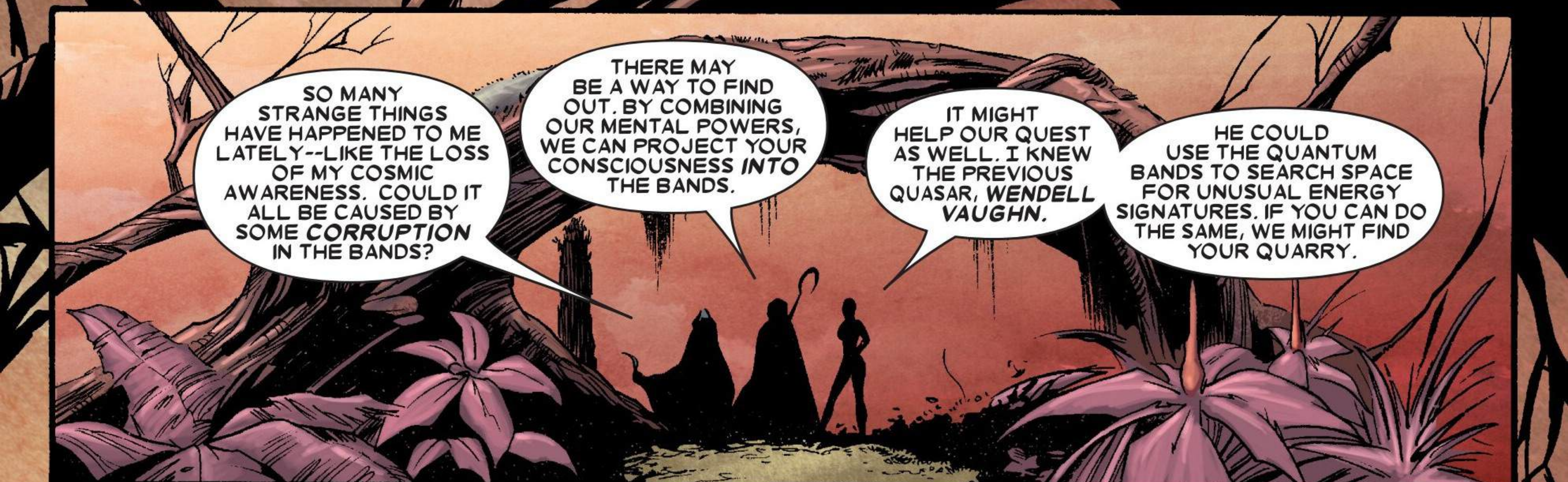
MAYBE YOU SHOULD SEE FOR YOURSELF. LOOK INTO MY MIND-- AND SHOW THE ELDER, TOO.



SUCH RAGE...MOST TROUBLING... I'VE NEVER SEEN ITS LIKE.

I HAVE. AND IT HAD A NAME...

...ANNIHILUS. A CONQUEROR FROM ANOTHER UNIVERSE WHO WORE THE QUANTUM BANDS BEFORE PHYLIA.

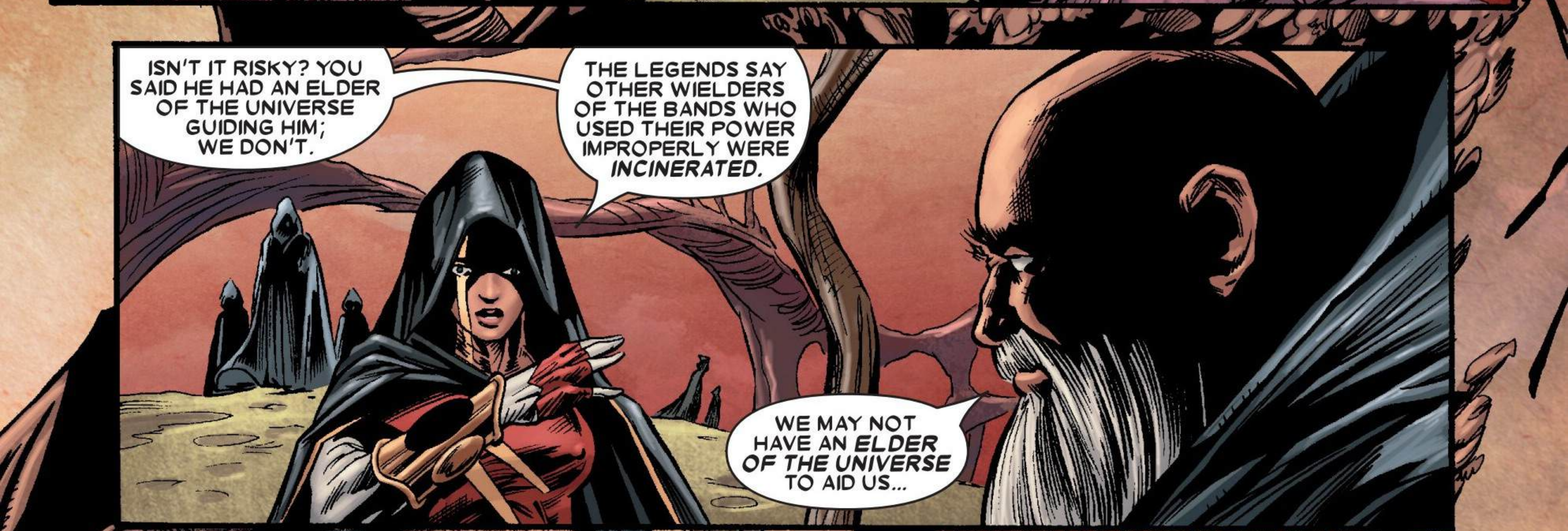


SO MANY STRANGE THINGS HAVE HAPPENED TO ME LATELY--LIKE THE LOSS OF MY COSMIC AWARENESS. COULD IT ALL BE CAUSED BY SOME CORRUPTION IN THE BANDS?

THERE MAY BE A WAY TO FIND OUT. BY COMBINING OUR MENTAL POWERS, WE CAN PROJECT YOUR CONSCIOUSNESS INTO THE BANDS.

IT MIGHT HELP OUR QUEST AS WELL. I KNEW THE PREVIOUS QUASAR, WENDELL VAUGHN.

HE COULD USE THE QUANTUM BANDS TO SEARCH SPACE FOR UNUSUAL ENERGY SIGNATURES. IF YOU CAN DO THE SAME, WE MIGHT FIND YOUR QUARRY.



ISN'T IT RISKY? YOU SAID HE HAD AN ELDER OF THE UNIVERSE GUIDING HIM; WE DON'T.

THE LEGENDS SAY OTHER WIELDERS OF THE BANDS WHO USED THEIR POWER IMPROPERLY WERE INCINERATED.

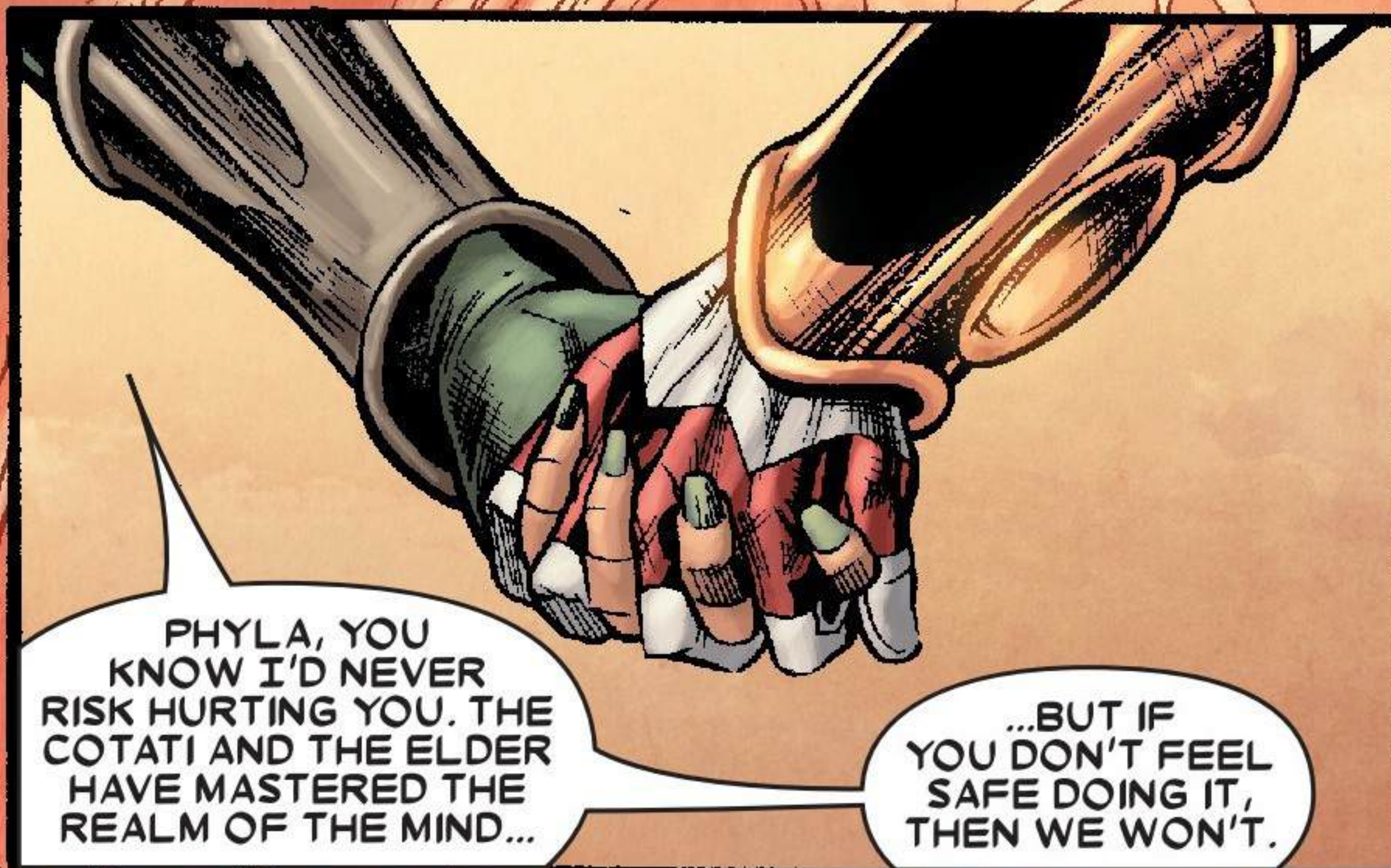
WE MAY NOT HAVE AN ELDER OF THE UNIVERSE TO AID US...



...BUT WE HAVE A BEING WHOSE LIFE SPAN AND WISDOM DWARF OUR OWN.

THE COTATI.

I AM AT YOUR SERVICE, YOUNG PROTECTOR.



PHYLA, YOU KNOW I'D NEVER RISK HURTING YOU. THE COTATI AND THE ELDER HAVE MASTERED THE REALM OF THE MIND...

...BUT IF YOU DON'T FEEL SAFE DOING IT, THEN WE WON'T.

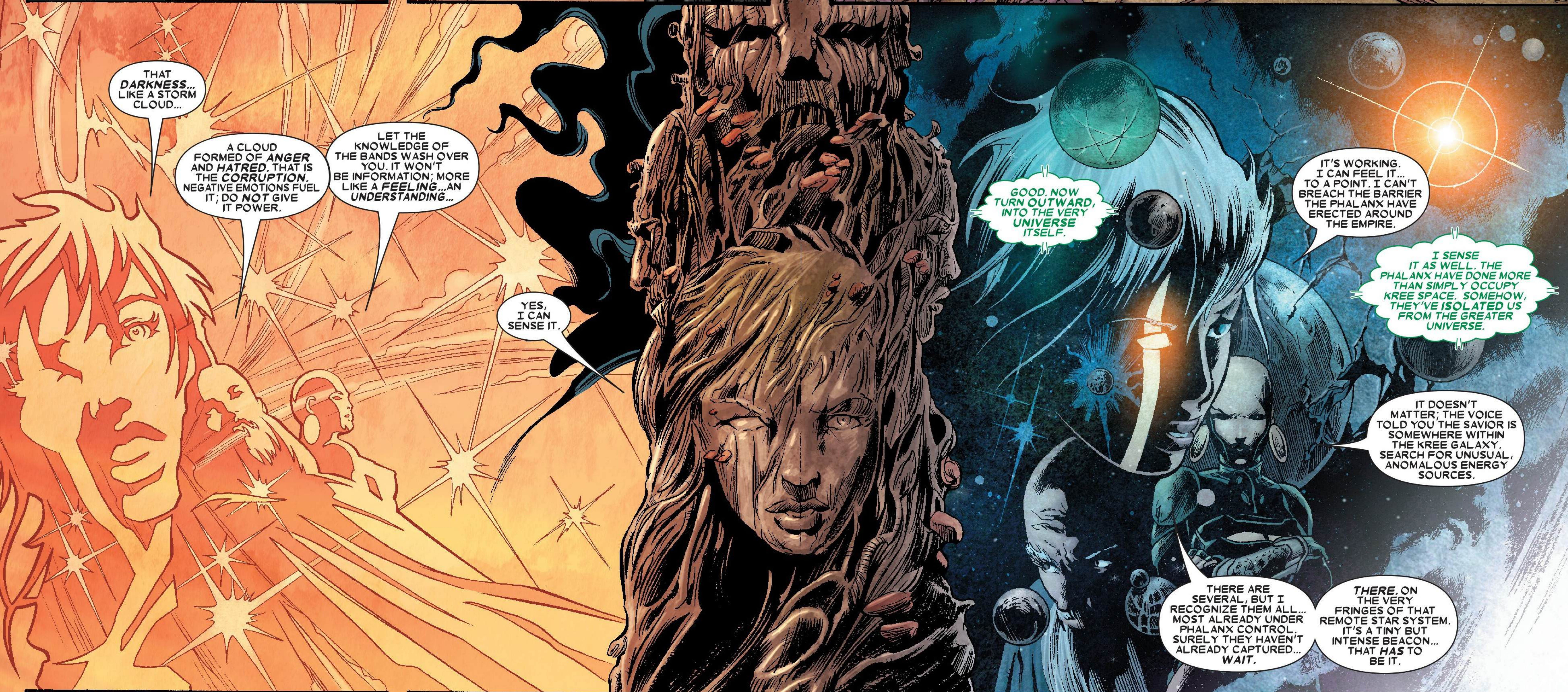


NO, I'M BEING STUPID. I'M NOT AFRAID OF WHAT'S IN THE BANDS... I'M AFRAID OF WHAT MIGHT BE IN ME.



BUT YOU'RE RIGHT; WE NEED ANSWERS, AND WE NEED THEM FAST. LET'S DO IT.

TURN YOUR CONSCIOUSNESS INWARD, CHILD... INTO THE BANDS. LET YOUR MIND MERGE WITH THEM.



THAT DARKNESS... LIKE A STORM CLOUD...

A CLOUD FORMED OF ANGER AND HATRED. THAT IS THE CORRUPTION. NEGATIVE EMOTIONS FUEL IT; DO NOT GIVE IT POWER.

LET THE KNOWLEDGE OF THE BANDS WASH OVER YOU. IT WON'T BE INFORMATION; MORE LIKE A FEELING... AN UNDERSTANDING...

YES, I CAN SENSE IT.

GOOD. NOW TURN OUTWARD, INTO THE VERY UNIVERSE ITSELF.

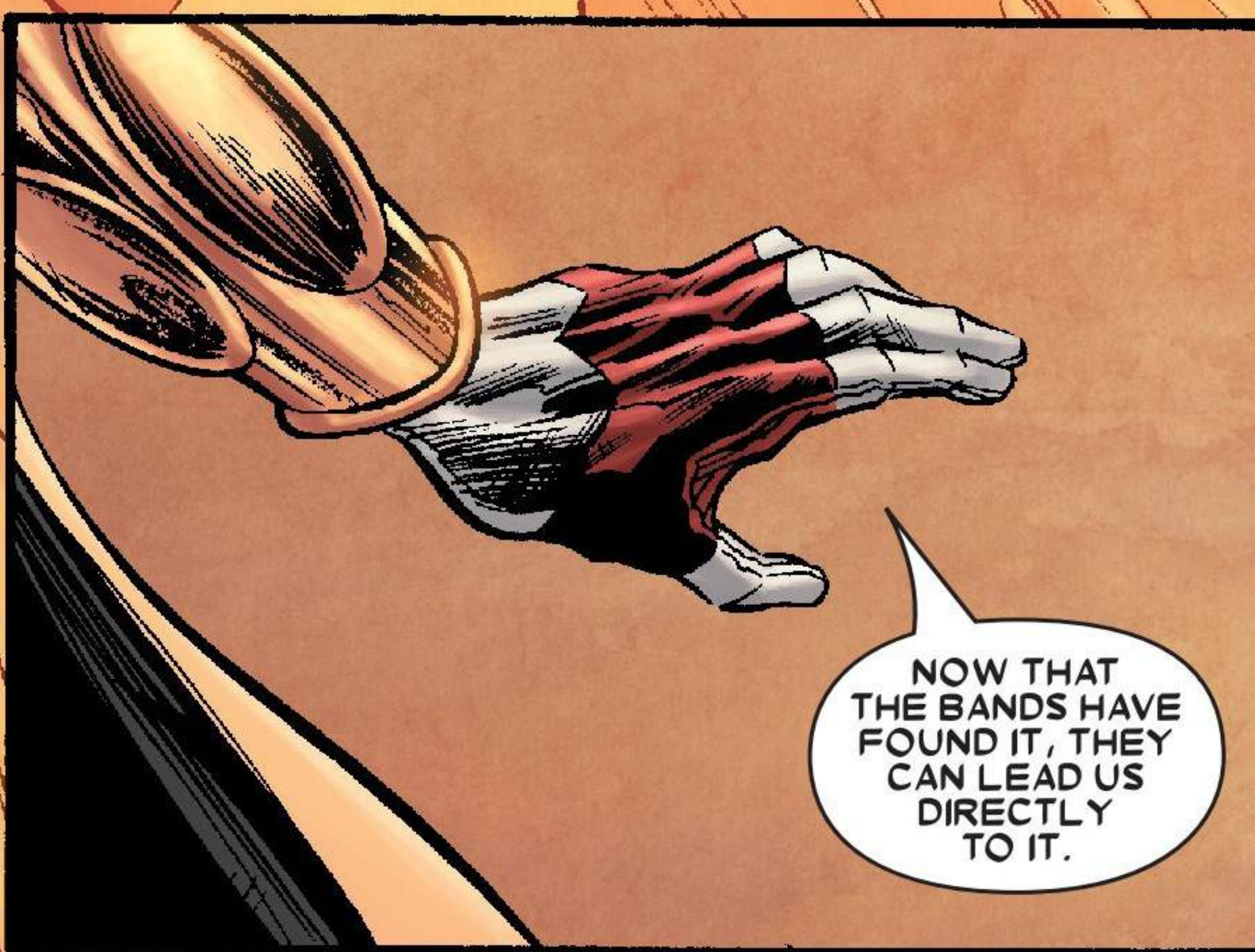
IT'S WORKING. I CAN FEEL IT... TO A POINT. I CAN'T BREACH THE BARRIER THE PHALANX HAVE ERECTED AROUND THE EMPIRE.

I SENSE IT AS WELL. THE PHALANX HAVE DONE MORE THAN SIMPLY OCCUPY KREE SPACE. SOMEHOW, THEY'VE ISOLATED US FROM THE GREATER UNIVERSE.

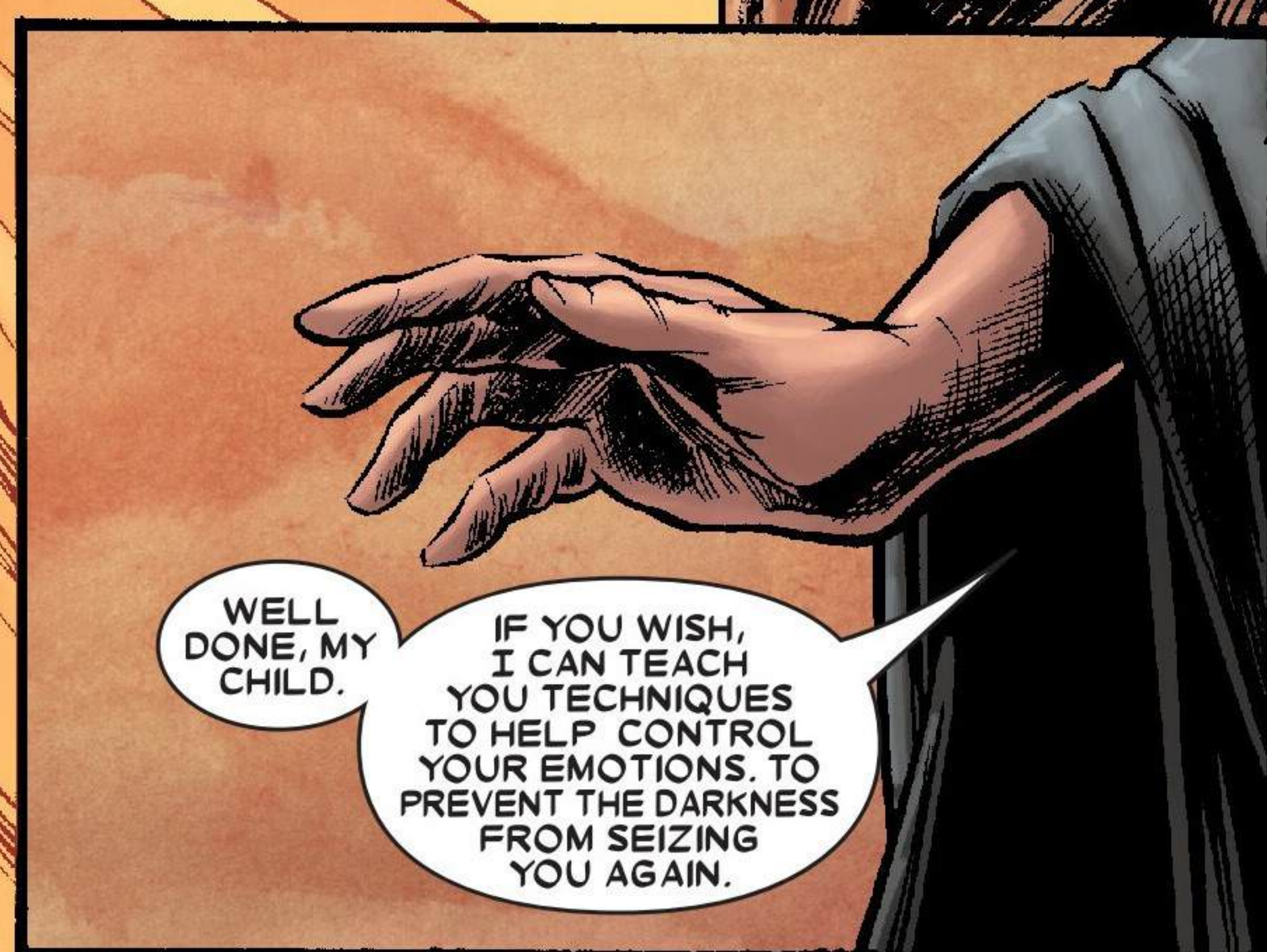
IT DOESN'T MATTER; THE VOICE TOLD YOU THE SAVIOR IS SOMEWHERE WITHIN THE KREE GALAXY. SEARCH FOR UNUSUAL, ANOMALOUS ENERGY SOURCES.

THERE ARE SEVERAL, BUT I RECOGNIZE THEM ALL... MOST ALREADY UNDER PHALANX CONTROL. SURELY THEY HAVEN'T ALREADY CAPTURED... WAIT.

THERE, ON THE VERY FRINGES OF THAT REMOTE STAR SYSTEM. IT'S A TINY BUT INTENSE BEACON... THAT HAS TO BE IT.



NOW THAT THE BANDS HAVE FOUND IT, THEY CAN LEAD US DIRECTLY TO IT.



WELL DONE, MY CHILD.

IF YOU WISH, I CAN TEACH YOU TECHNIQUES TO HELP CONTROL YOUR EMOTIONS. TO PREVENT THE DARKNESS FROM SEIZING YOU AGAIN.



I...I'D LIKE TO, BUT OUR QUEST...THE PHALANX...

BY THE TIME THEY CATCH UP TO OUR SHIP AND REALIZE WE'RE NOT IN IT, WE'LL BE LONG GONE. THINK ABOUT IT, PHY. ONE NIGHT, WE CAN BOTH USE THE REST.

I...ALL RIGHT, YES.

THANK YOU, ELDER. I'D LIKE THAT.

I DON'T HAVE TO BE A TELEPATH TO FEEL HOW HEAVILY YOUR SENSE OF DUTY WEIGHS ON YOU. IT SHOULDN'T.

YOU'VE PERFORMED BRILLIANTLY, PHYLIA. YOU LEARN MORE ABOUT THE BANDS EVERY DAY. THANKS TO YOU, WE KNOW WHERE WE'RE GOING NOW.

I JUST FEEL SO... OUT OF MY DEPTH. I'M SO NEW AT THIS.

YOU SEEM TO KNOW A LOT ABOUT THE LAST QUASAR. WERE YOU AND WENDELL TEAMMATES?



UM, NOT EXACTLY. I...SPENT SEVERAL MONTHS TRYING TO CONVINCE HIM TO BE MY MATE.

I'M SORRY... WHAT?

YOU STALKED THIS GUY? AND THIS IS SOMETHING YOU DIDN'T THINK WAS WORTH MENTIONING TO ME?

TRY TO UNDERSTAND--I WAS GROOMED FROM CHILDHOOD TO BE A CANDIDATE FOR THE ROLE OF CELESTIAL MADONNA. BUT THE AVENGER MANTIS WAS CHOSEN INSTEAD.

SO I FOOLISHLY SET OUT TO PROVE THEY'D MADE THE WRONG CHOICE, BY FINDING THE IDEAL MATE AND BEARING THE IDEAL CHILD.

NEEDLESS TO SAY, IT WAS A DISASTER. FINALLY, AFTER YEARS OF MISERY, I STOPPED TRYING TO FULFILL ROLES OTHERS HAD SET UP FOR ME.

I ASKED MYSELF WHAT WOULD MAKE ME HAPPY.



THE ANSWER...IS YOU.



I'M SORRY, LOVE. I OVERREACTED. WE ALL HAVE THINGS IN OUR PAST WE'RE NOT PROUD OF.

MMM. SOME OF US MORE THAN OTHERS.

LET'S GET SOME REST. WE HAVE A LONG JOURNEY AHEAD OF US IN THE MORNING.



THREE HOURS LATER...



AUUGH!

HEATHER, WHAT--WHAT'S HAPPENING?!

Whoa



GODS, THE AGONY...THE SCREAMS...

MOONS OF SATURN, WE'RE ON FIRE!



WORSE. MUCH WORSE. LOOK.

NO...





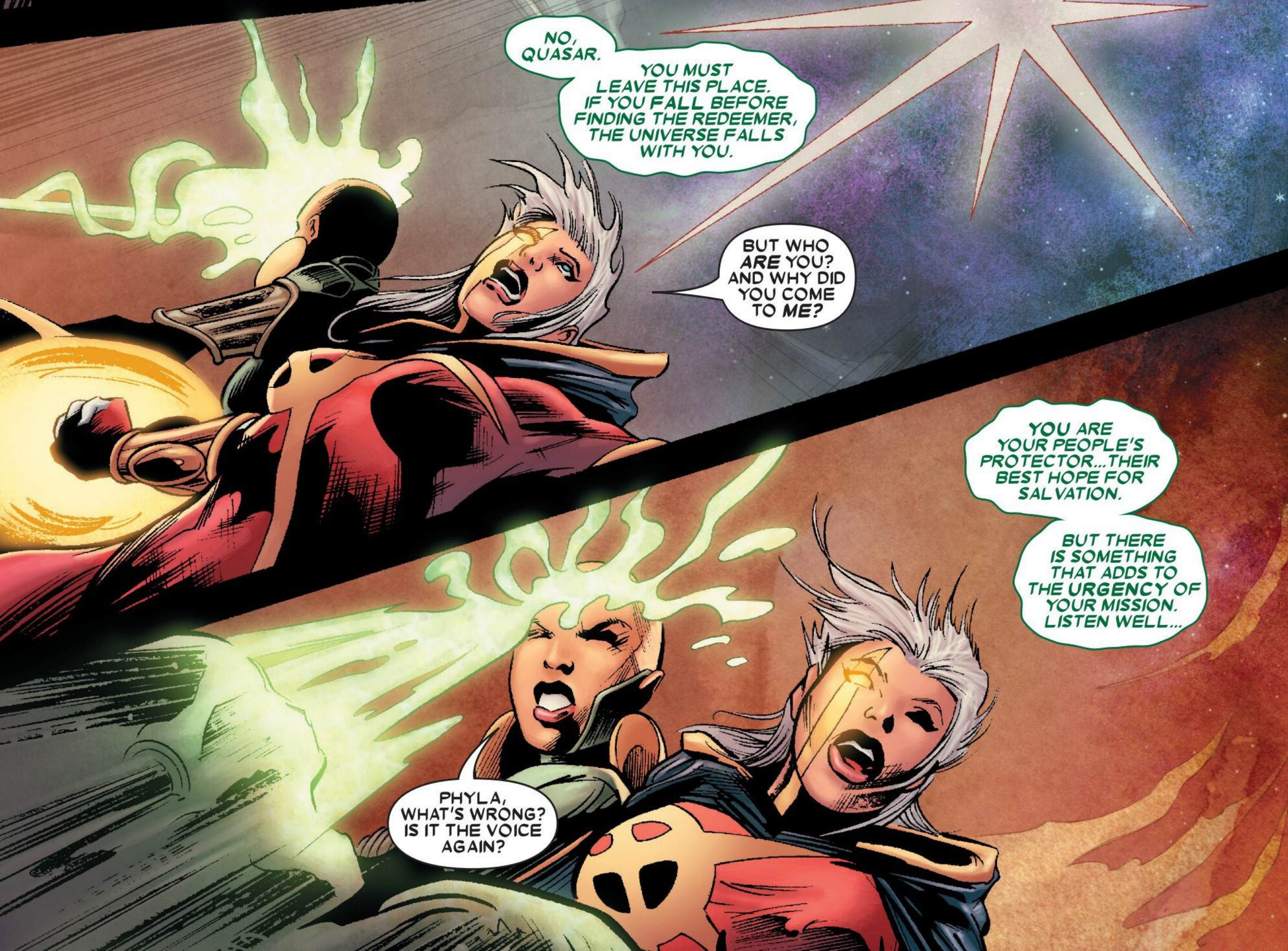
THEY'RE
OVERWHELMING
US. I CAN FEEL
EACH DEATH. SO
FEW LEFT...

WE
HAVE TO
SAVE THE
COTATI.

IT'S TOO
LATE. THIS
ENTIRE PLACE
IS ITS BODY. THE
COTATI IS ALREADY
FATALLY
WOUNDED.

THEN THAT
LEAVES US
WITH...

...REVENGE!



NO,
QUASAR.

YOU MUST
LEAVE THIS PLACE.
IF YOU FALL BEFORE
FINDING THE REDEEMER,
THE UNIVERSE FALLS
WITH YOU.

BUT WHO
ARE YOU?
AND WHY DID
YOU COME
TO ME?

YOU ARE
YOUR PEOPLE'S
PROTECTOR...THEIR
BEST HOPE FOR
SALVATION.

BUT THERE
IS SOMETHING
THAT ADDS TO
THE URGENCY OF
YOUR MISSION.
LISTEN WELL...

PHYLA,
WHAT'S WRONG?
IS IT THE VOICE
AGAIN?



YOU DIDN'T
HEAR...?

NEVER MIND.
WE HAVE TO
GET OUT OF
HERE.

WHAT?
WHY?! THESE
SCUM HAVE
SLAUGHTERED
THE PRIESTS...

HEATHER,
ONLY WE KNOW
WHERE THE
SAVIOR IS.

UNLESS
WE FIND HIM,
THIS SCENE IS
GOING TO BE
REPEATED ON
COUNTLESS
OTHER
WORLDS.

AND WHAT
THE VOICE
JUST TOLD ME
MAKES OUR
ESCAPE ALL
THE MORE
CRUCIAL.

THE JEWEL
IN MY BAND
DIDN'T GO DARK
BECAUSE OF
ANNIHILUS'
CORRUPTION. IT'S A
POWER INDICATOR.
THE PHALANX
BORDER AROUND
THE KREE EMPIRE--
IT'S ALSO CUT ME
OFF FROM THE
BANDS' ENERGY
SOURCE.

AS I USE UP
THE STORED
ENERGY, MORE
JEWELS WILL
GO DARK AND THE
BANDS WILL BE
USELESS.

BUT
BEFORE
THAT HAPPENS,
I SWEAR I'LL
MAKE THEM
PAY!



MW

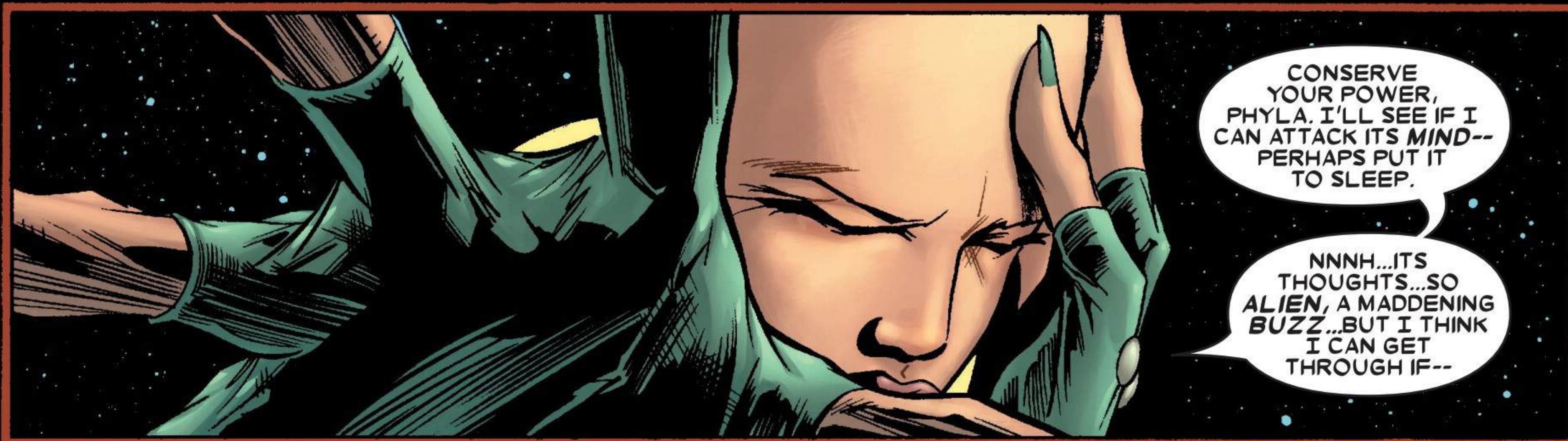
KREE FRINGE SECTOR
ABOVE THE PLANET DLAW-NEURG

I REALLY
HOPE THIS
ISN'T THE SAVIOR
WE'VE CROSSED
HALF A GALAXY
TO FIND.

VERY FUNNY.
I'D BE LAUGHING
IF I WEREN'T
TRYING SO HARD TO
KEEP IT FROM
EATING US.

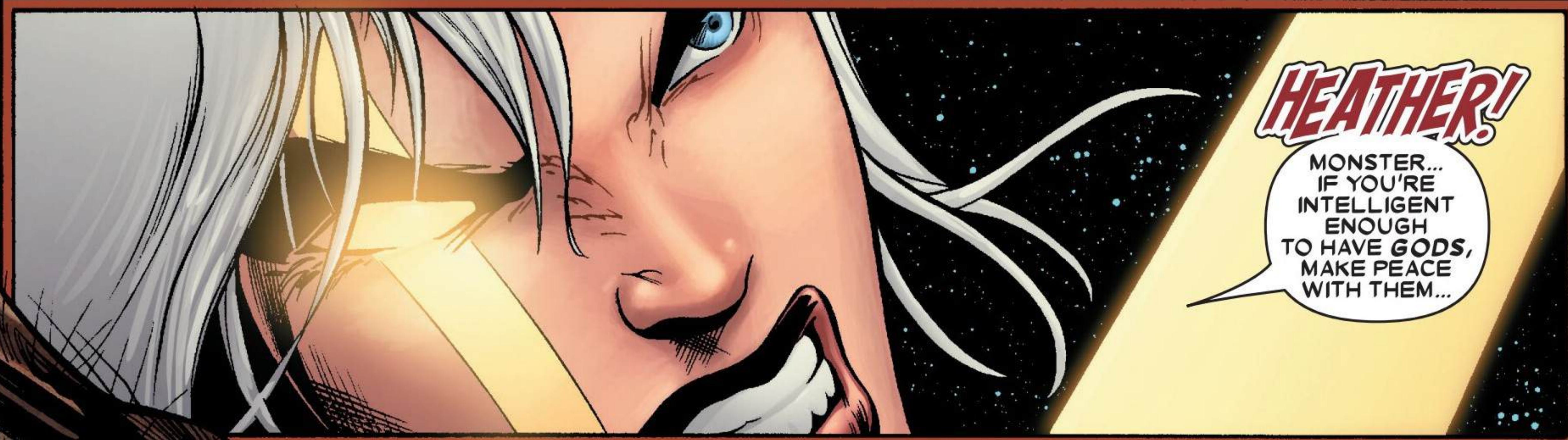
DESTINY

PART 2



CONSERVE
YOUR POWER,
PHYLA. I'LL SEE IF I
CAN ATTACK ITS *MIND*--
PERHAPS PUT IT
TO SLEEP.

NNNH...ITS
THOUGHTS...SO
ALIEN, A MADDENING
BUZZ...BUT I THINK
I CAN GET
THROUGH IF--



HEATHER!

MONSTER...
IF YOU'RE
INTELLIGENT
ENOUGH
TO HAVE GODS,
MAKE PEACE
WITH THEM...



...BECAUSE
YOU'RE ABOUT
TO MEET
THEM!



PHYLA!

I'M ALL
RIGHT--IT'S
JUST A FLESH
WOUND! DON'T
GET CARRIED
AWAY!

SHLUKK

REMEMBER
WHAT HAPPENS
WHEN YOU...

...LOSE
YOUR
TEMPER.

ALL
LIFE IS THE
ENEMY...



PHYLA,
GET A HOLD OF
YOURSELF!

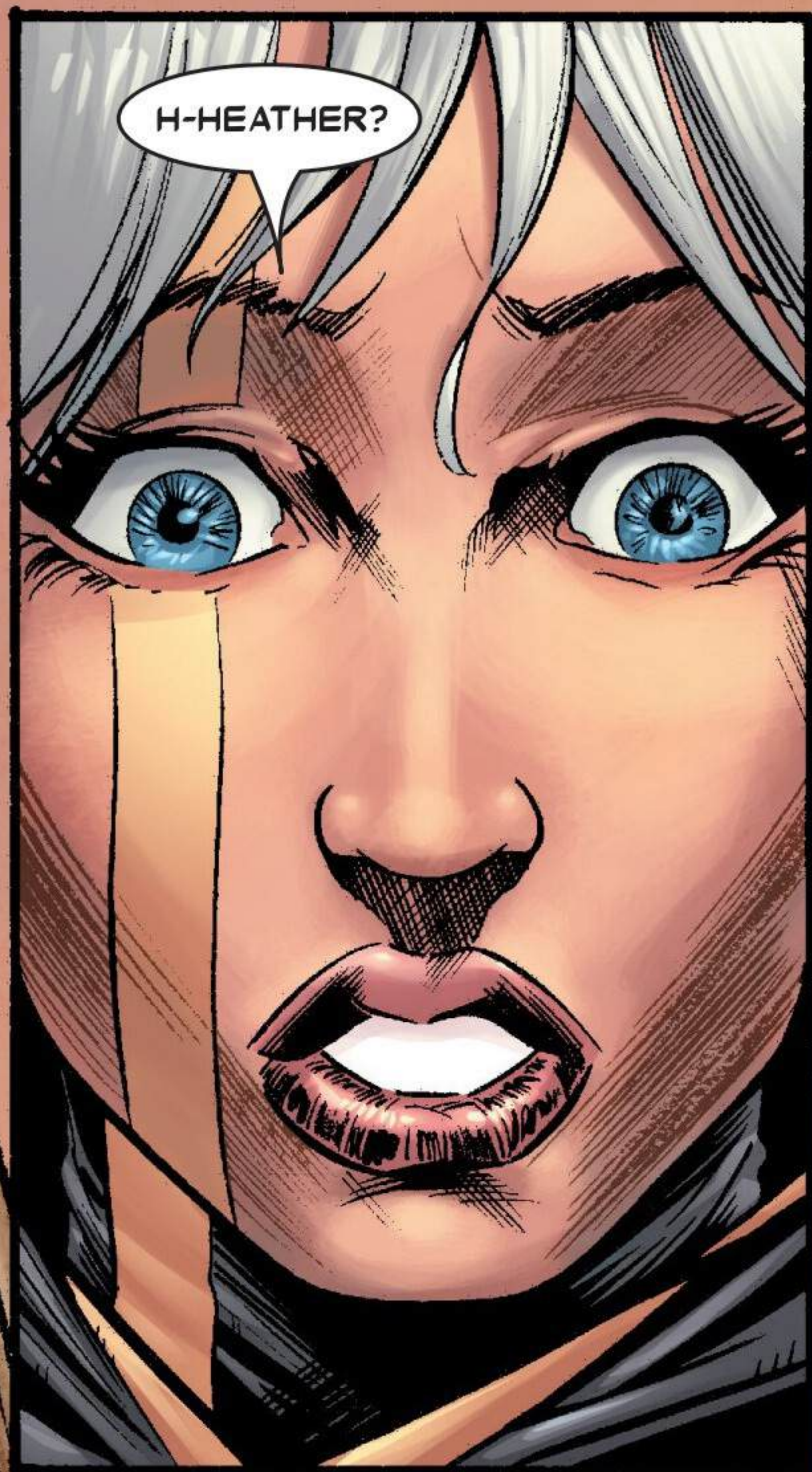
...ALL MUST BE
ANNIHILATED!

THE
CORRUPTION IN
YOUR QUANTUM BANDS
HAS OVERTAKEN
YOU AGAIN.
FIGHT IT!

MY MIND'S
REACHING OUT
TO YOURS. *EMBRACE*
IT--LET ME BRING
OUT WHO YOU
TRULY ARE!

YOU'RE
PHYLA-VELL.
QUASAR. THE
PROTECTOR OF
THE UNIVERSE...

...THE ONE
I LOVE.



H-HEATHER?



OH, HEATHER...
FORGIVE ME, I'M
SO SORRY...

HUSH. IT'S
ALL RIGHT
NOW.



EVERYTHING'S
ALL RIGHT.

**10 MINUTES LATER,
ON THE SURFACE OF BLAU-NEURG**



THAT'S
ENOUGH, LOVE.
IT'S JUST A
CUT. I'LL
BE FINE.

I'M SUCH
AN IDIOT. I
KNEW WHAT COULD
HAPPEN IF I LOST
CONTROL OF MY
EMOTIONS, AND
I STILL--

DON'T
TORTURE YOURSELF.
WITH ALL WE'VE SEEN--
THE PHALANX INVASION,
THE SLAUGHTER OF THE
PRIESTS--YOU'VE
SHOWN INCREDIBLE
STRENGTH.

FAR MORE
THAN I DID,
WHEN I FACED
A SIMILAR
TRIAL.



YOU? I FIND THAT HARD TO BELIEVE. YOU'RE SO CONFIDENT... SO ASSURED.

MMM... AND THAT WAS MY UNDOING.

"I WAS YOUNG. STRONG. BY ALL ACCOUNTS, THE BEST STUDENT THE **PRIESTS OF PAMA** EVER HAD IN MASTERING THE POWERS OF THE MIND.

"I GREW **IMPATIENT** WITH THE PACE OF THEIR INSTRUCTION. ON MY OWN, I EXPLORED MENTAL PLANES FAR BEYOND THOSE I WAS ALLOWED.

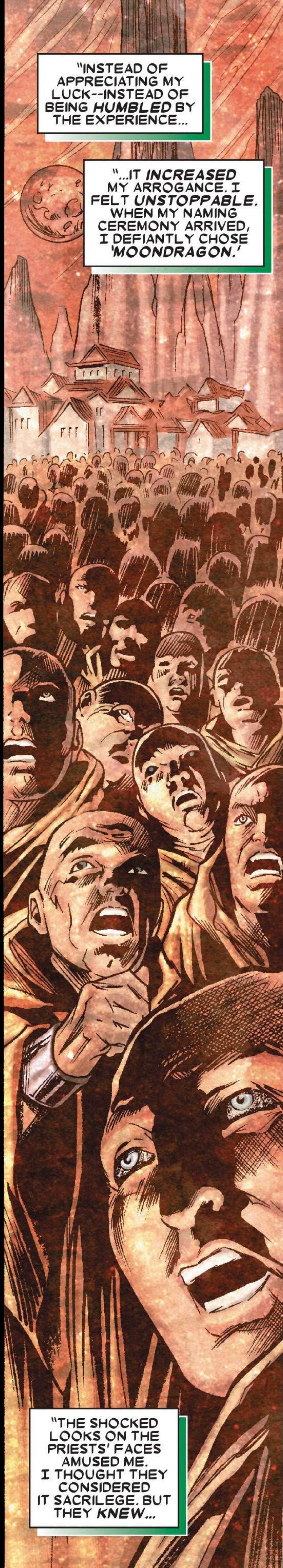


"ON ONE OF THEM, I ENCOUNTERED A PRESENCE. AN ANCIENT EVIL.

"THE **DRAGON OF THE MOON**.



"IMPRISONED MILLENNIA
AGO, THE DRAGON SAW
ME AS ITS PATH BACK TO
THE PHYSICAL UNIVERSE.
IT TRIED TO *POSSESS* ME.

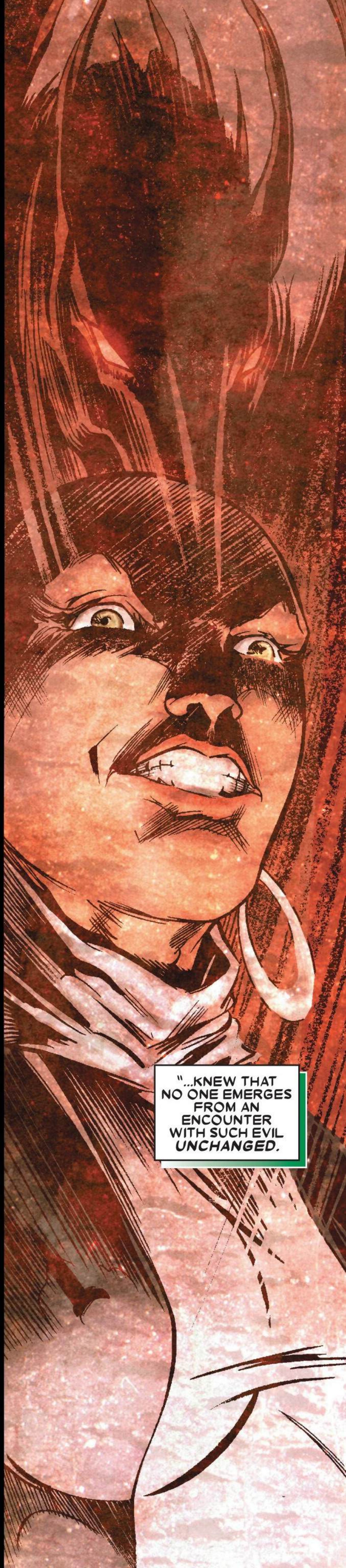


"INSTEAD OF
APPRECIATING MY
LUCK--INSTEAD OF
BEING *HUMBL*ED BY
THE EXPERIENCE...

"...IT *INCREASED*
MY ARROGANCE. I
FELT *UNSTOPPABLE*.
WHEN MY NAMING
CEREMONY ARRIVED,
I DEFIANTLY CHOSE
'MOONDRAGON.'

"BUT I RESISTED.
I FOUGHT.
AND I WON.

"THE SHOCKED
LOOKS ON THE
PRIESTS' FACES
AMUSED ME.
I THOUGHT THEY
CONSIDERED
IT SACRILEGE. BUT
THEY *KNEW*...



"...KNEW THAT
NO ONE EMERGES
FROM AN
ENCOUNTER
WITH SUCH EVIL
UNCHANGED.

A large, vertical comic book panel showing Thor in a dynamic pose, unleashing a massive, bright yellow lightning bolt. He is surrounded by other characters, including a blonde woman in the foreground looking up in awe. The background is filled with dark, swirling energy and debris.

"THE DRAGON GAINED A FOOTHOLD IN ME. AT FIRST ITS INFLUENCE WAS SUBTLE... THEN MORE *INTENSE*. I FOUGHT IT FOR YEARS, THOUGH IT NEARLY COST ME MY *SANITY*."

A vertical comic book panel showing Thor's sacrifice. He is depicted as a pale, muscular figure with his wings spread wide, standing amidst a dark, stormy sky. Below him, a large, grey, dragon-like head is shown in profile, looking up at him with a somber expression.

"IN THE END, TO BANISH THE DRAGON, I *DIED*."

A vertical comic book panel showing Thor's sacrifice. He is depicted as a pale, muscular figure with his wings spread wide, standing amidst a dark, stormy sky. Below him, a large, grey, dragon-like head is shown in profile, looking up at him with a somber expression.

"FINALLY, IN A MOMENT OF WEAKNESS, I LET IT TAKE CONTROL."

A vertical comic book panel showing Thor's sacrifice. He is depicted as a pale, muscular figure with his wings spread wide, standing amidst a dark, stormy sky. Below him, a large, grey, dragon-like head is shown in profile, looking up at him with a somber expression.

"I NEARLY KILLED MY FRIENDS."

A vertical comic book panel showing Thanos in a cloning chamber. He is a bald, red-skinned figure with a beard, standing in a pool of white, bubbling liquid. A figure in a yellow robe stands to the right, looking at him. The background is a dark, industrial setting with various pipes and machinery.

"AT LEAST, MY *PHYSICAL* FORM DID. THANKS TO MY MENTAL POWERS, I WAS ABLE TO PLACE MY CONSCIOUSNESS IN THE BODY OF ANOTHER..."

A vertical comic book panel showing Thanos in a cloning chamber. He is a bald, red-skinned figure with a beard, standing in a pool of white, bubbling liquid. A figure in a yellow robe stands to the right, looking at him. The background is a dark, industrial setting with various pipes and machinery.

"...UNTIL THE SCIENTISTS OF TITAN COULD CLONE A *NEW* BODY FOR ME, MUCH AS THEY REGREW THE EAR *THANOS* CUT OFF ME DURING THE ANNIHILATION WAR."

A vertical comic book panel showing Thanos in a cloning chamber. He is a bald, red-skinned figure with a beard, standing in a pool of white, bubbling liquid. A figure in a yellow robe stands to the right, looking at him. The background is a dark, industrial setting with various pipes and machinery.

"THOUGH I DIDN'T *DESERVE* IT, I GOT A SECOND CHANCE AT LIFE."



I...THAT'S...
WHY DIDN'T YOU
TELL ME THIS
BEFORE?

I SHOULD
HAVE. BUT I
NEVER WANTED
ANYONE TO KNOW...
HOW **WEAK**
I'D BEEN...

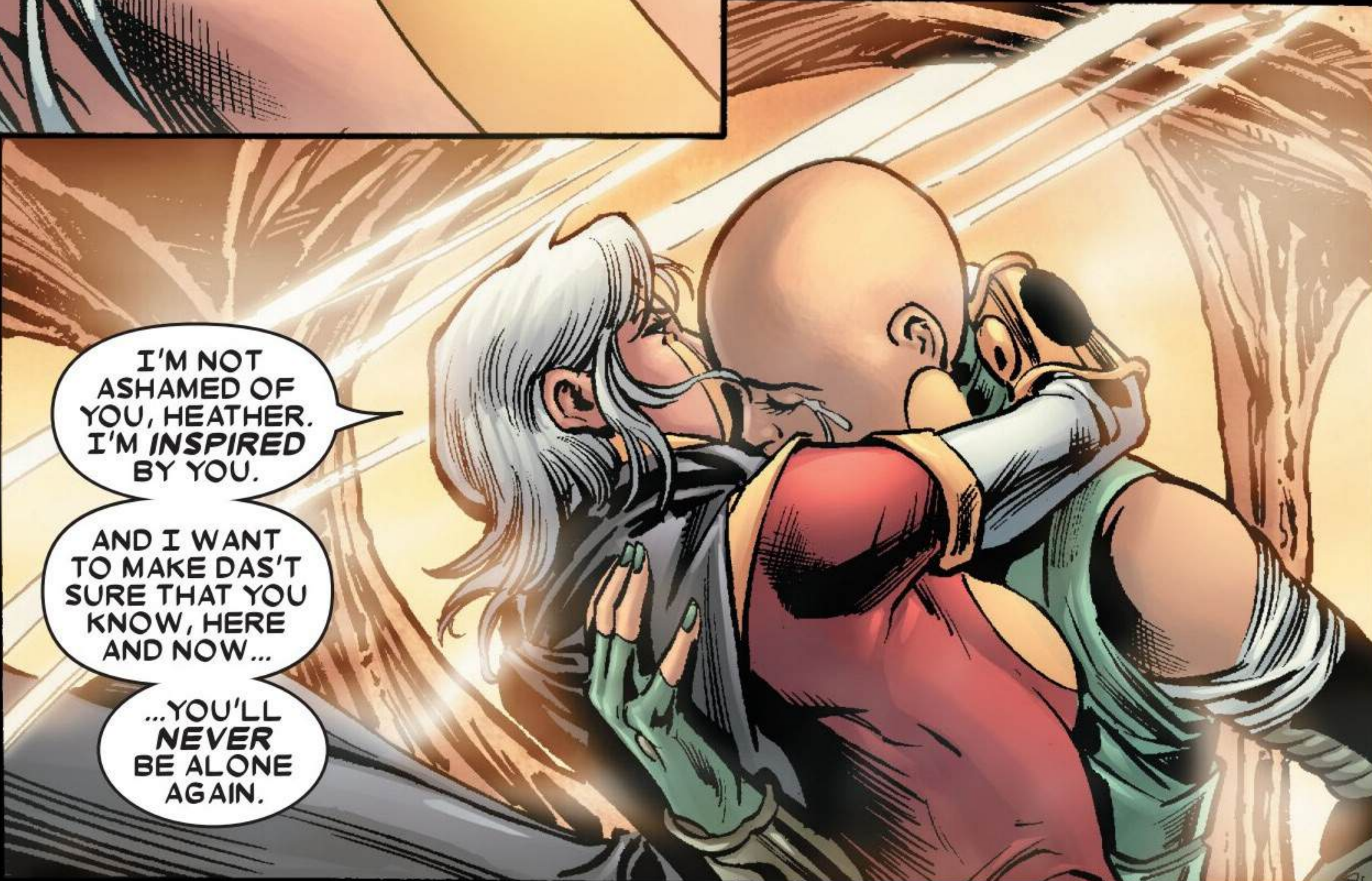


WEAK?
ARE YOU
SERIOUS?

THAT'S
THE BRAVEST
THING I'VE EVER
HEARD.



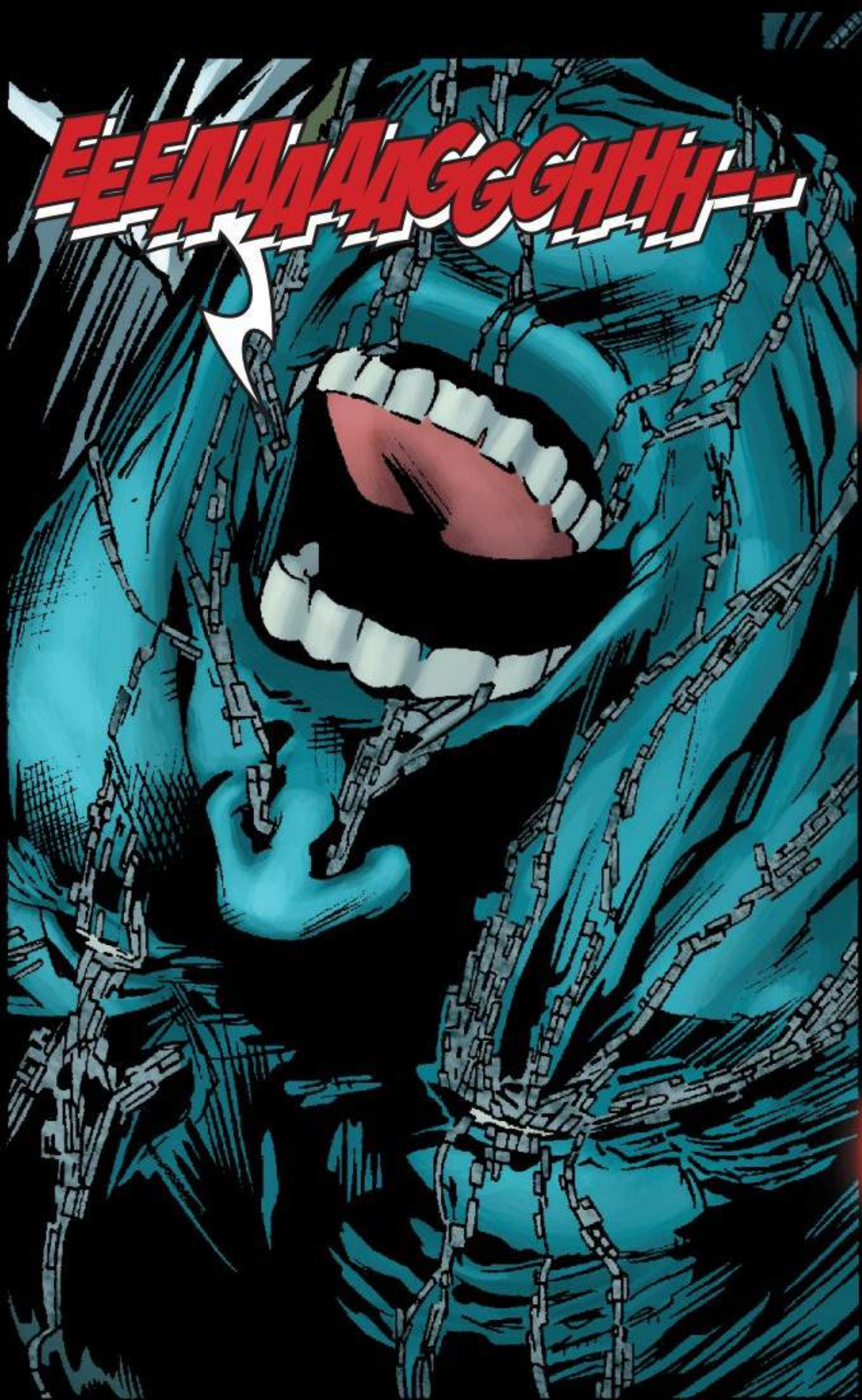
TO FIGHT
SOMETHING LIKE
THAT FOR ALL THOSE
YEARS...THE **STRENGTH**
IT MUST HAVE TAKEN,
THE **PAIN**...YOU
MUST HAVE FELT
SO ALONE...



I'M NOT
ASHAMED OF
YOU, HEATHER.
I'M **INSPIRED**
BY YOU.

AND I WANT
TO MAKE DAS'T
SURE THAT YOU
KNOW, HERE
AND NOW...

...YOU'LL
NEVER
BE ALONE
AGAIN.



ASSIMILATION
OF CARBON-
BASED LIFE FORM
COMPLETE.

--OH.

MAN OF THE
KREE, I AM THE
SUPER-ADAPTOID
OF THE PHALANX
SELECT.

ARE MY
READINGS
ACCURATE? HAVE
YOU BECOME
ONE OF US?

THE KREE PLANET OLLUPAC

I HAVE SEEN
THE WISDOM AND
GLORY OF THE PHALANX.
THE ORDER WE BRING TO
CALM THE CHAOS OF
THE UNIVERSE.

THIS IS A BACKWARD
SECTOR, LITTLE TRAVELED
BY THE EMPIRE'S FORCES.
THE ONLY TALK
I HAVE HEARD THAT COULD
POSSIBLY RELATE...

SILENCE!
TO MENTION
THAT ABOMINATION
IS PUNISHABLE BY
DEACTIVATION.

FURTHER
SPECULATION IS
UNNECESSARY. THE
REBEL QUASAR
SEEKS THIS SAVIOR.
NOW THAT I HAVE
BEEN EXPOSED
TO HER QUANTUM
ENERGY, I CAN
FOLLOW ITS
SIGNATURE...

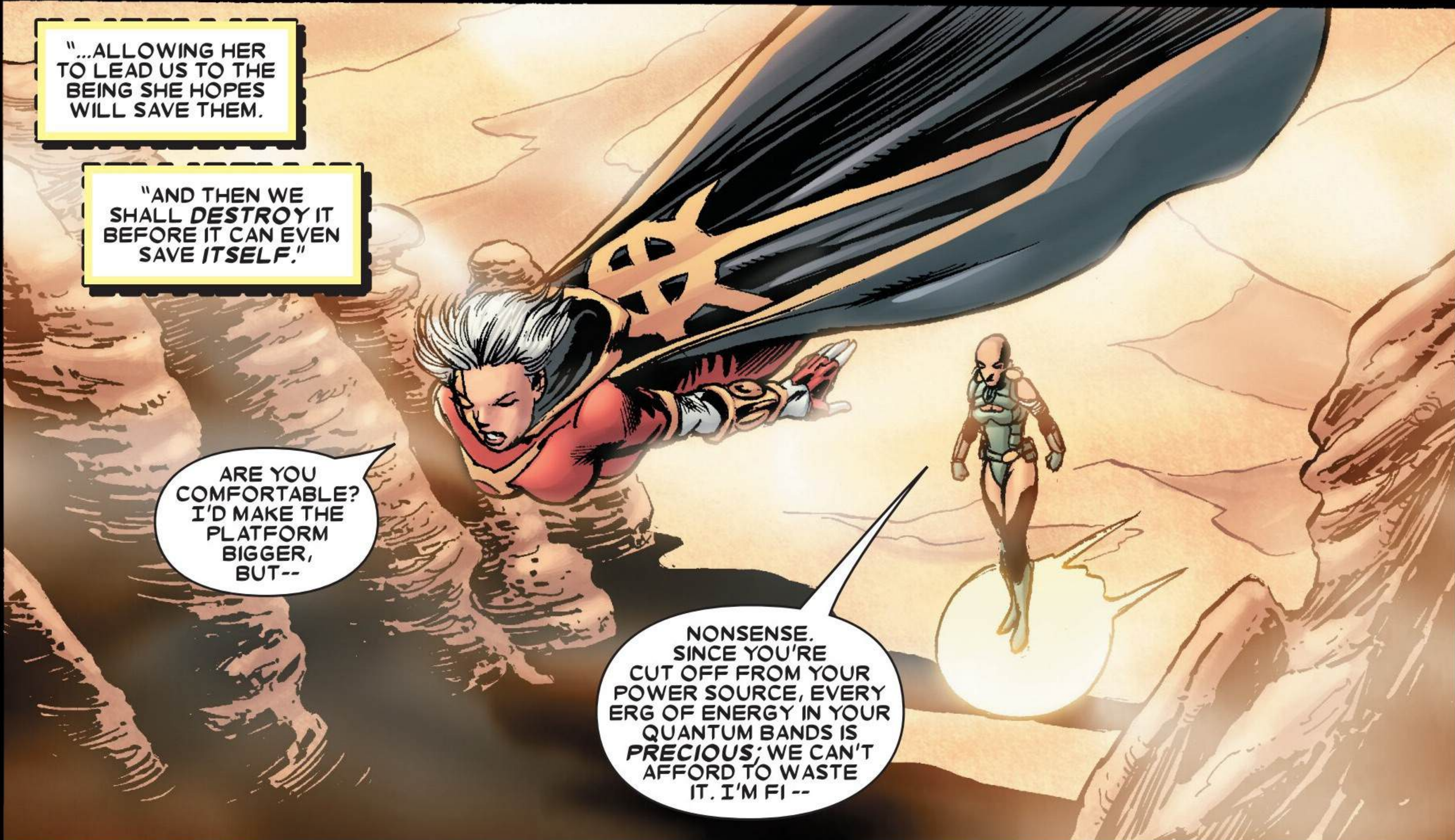
EXCELLENT. KNOW
THEN THAT I AM ON A
MISSION OF UTMOST
IMPORTANCE. THERE HAVE
BEEN RUMORS OF A
"SAVIOR"--ONE WHO WILL
THWART THE PHALANX'S
GLORIOUS CONQUEST.

AS GOVERNOR
OF THIS INSIGNIFICANT
SLICE OF THE
KREE EMPIRE, WHAT
DO YOU KNOW OF
SUCH A BEING?



"A WIZARD?"
CAN IT POSSIBLY
BE...THE
PRODIGAL--?





"...ALLOWING HER TO LEAD US TO THE BEING SHE HOPES WILL SAVE THEM.

"AND THEN WE SHALL **DESTROY** IT BEFORE IT CAN EVEN **SAVE ITSELF.**"

ARE YOU COMFORTABLE? I'D MAKE THE PLATFORM BIGGER, BUT--

NONSENSE. SINCE YOU'RE CUT OFF FROM YOUR POWER SOURCE, EVERY ERG OF ENERGY IN YOUR QUANTUM BANDS IS **PRECIOUS**. WE CAN'T AFFORD TO WASTE IT. I'M FI --



--NNGAHH!

HEATHER!



YOUR ATTACKS--I THOUGHT THE PRIESTS CURED THEM?

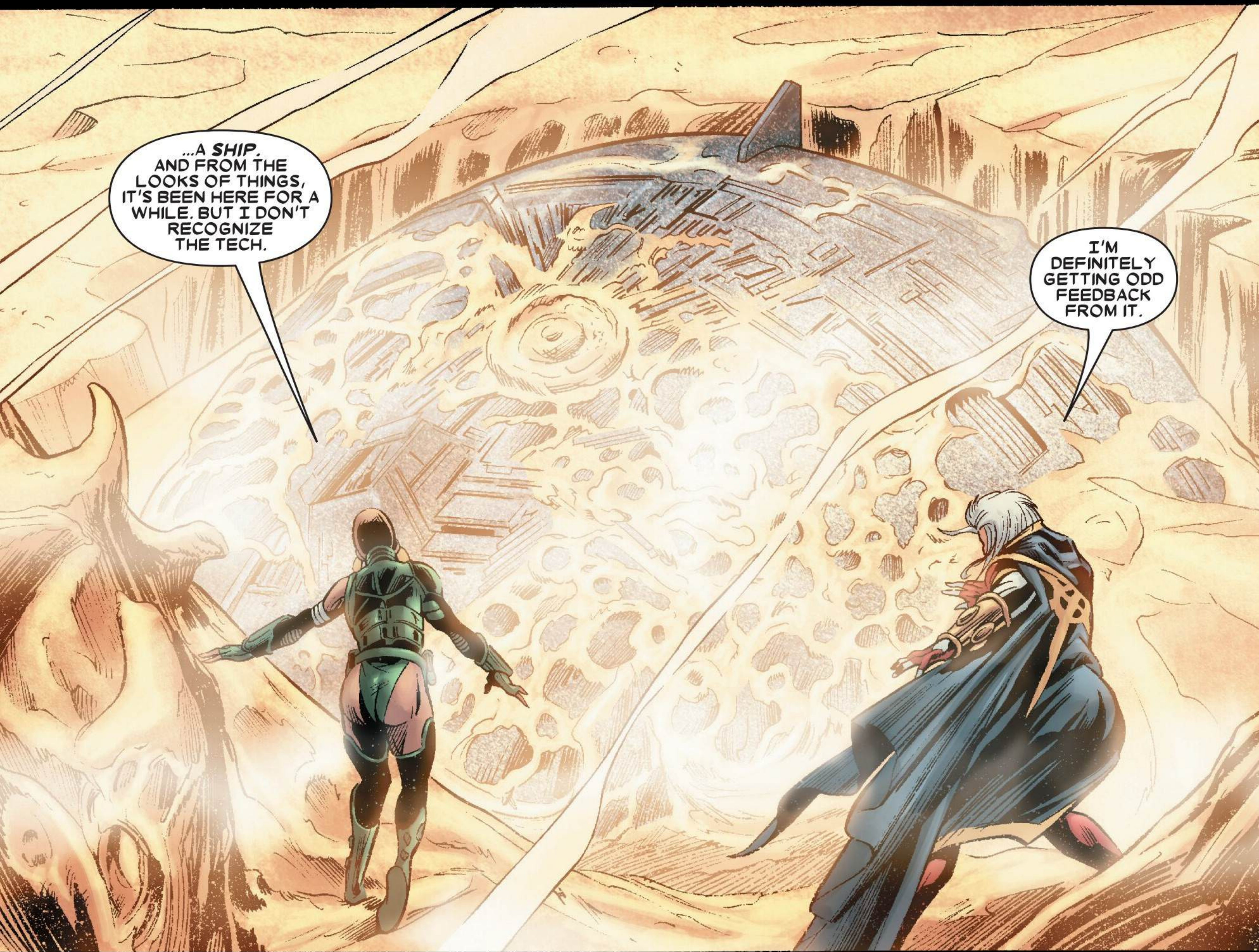
THEY SHOWED ME HOW TO **REDUCE** THEM. I'M NOT SURE...

...IT DOESN'T MATTER. I'M FINE.



YOU SAID THE SAVIOR'S ENERGY TRAIL LEADS OVER THIS HILL. LET'S SEE WHAT--

BY THE GREAT PAMA...



...A SHIP.
AND FROM THE
LOOKS OF THINGS,
IT'S BEEN HERE FOR A
WHILE. BUT I DON'T
RECOGNIZE
THE TECH.

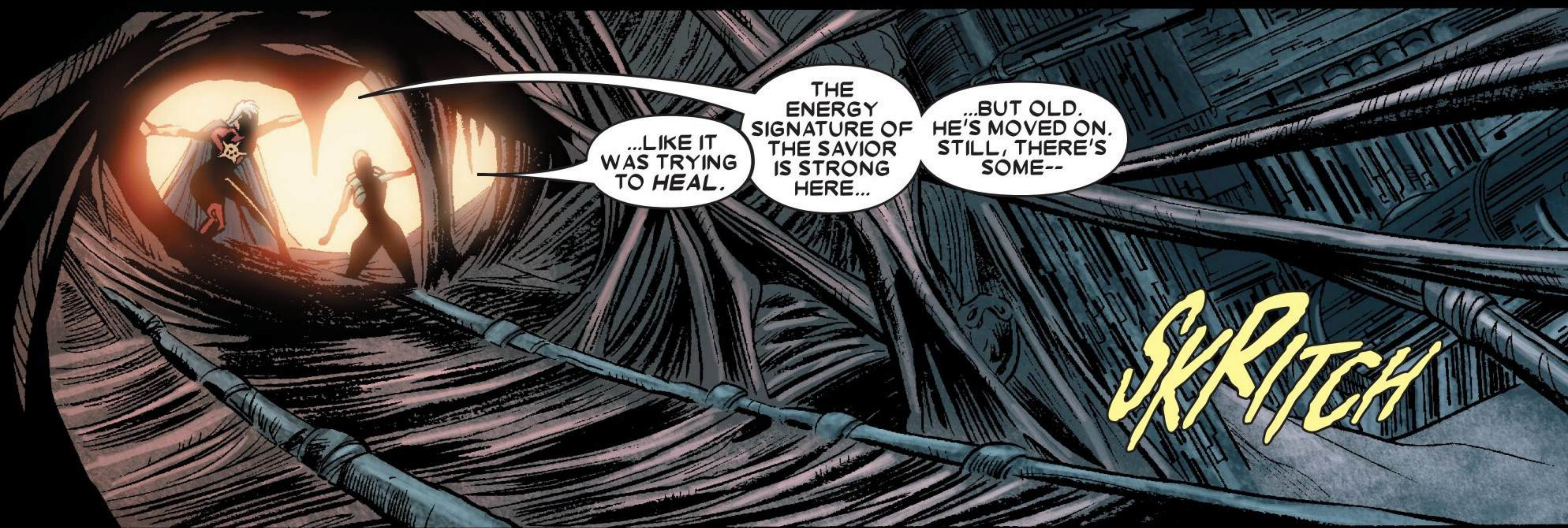
I'M
DEFINITELY
GETTING ODD
FEEDBACK
FROM IT.



WHAT DO
YOU MAKE
OF THAT
HOLE?

LIKE IT
WAS TORN
OPEN...MAYBE
BY THE
CREATURE WE
FOUGHT?

POSSIBLY,
BUT NOTICE THE
EDGES OF THE
TEAR. IT'S ALMOST AS
IF THEY STARTED
TO GROW BACK
TOGETHER...



...LIKE IT
WAS TRYING
TO HEAL.

THE
ENERGY
SIGNATURE OF
THE SAVIOR
IS STRONG
HERE...

...BUT OLD.
HE'S MOVED ON.
STILL, THERE'S
SOME--

SKRITCH



KRZZAKK

HALA!

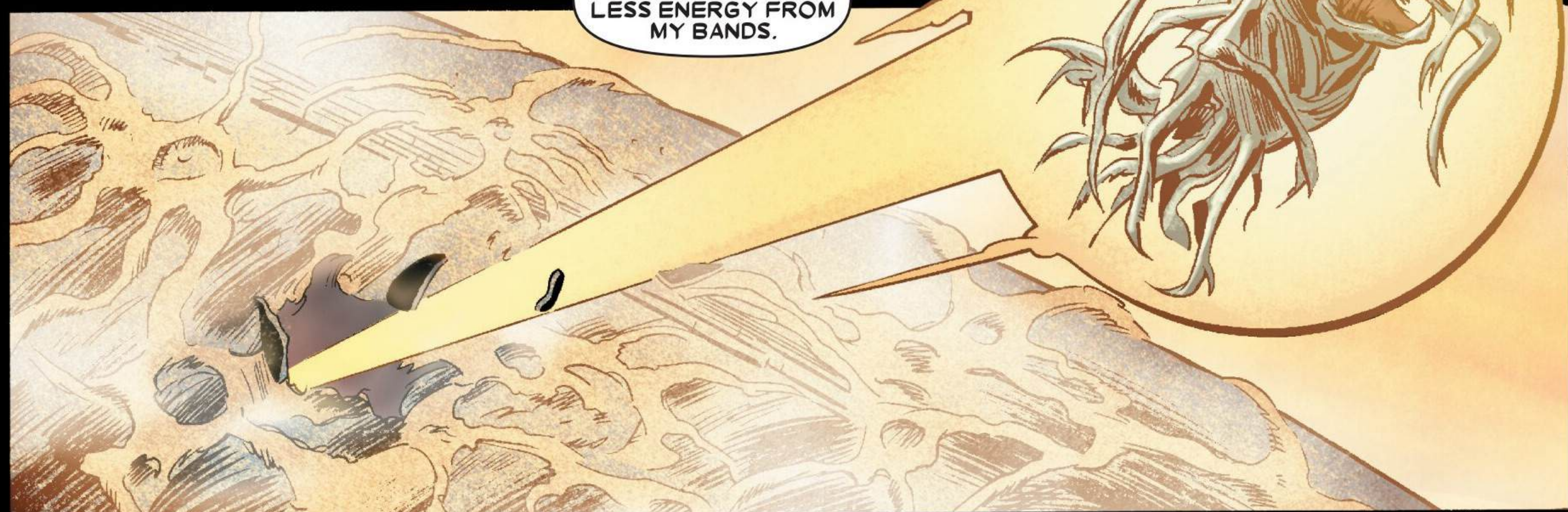
ANOTHER
INSECTOID
MONSTER!
THEY MUST
LIVE BENEATH
THE SAND.



NO
WONDER
THIS SHIP WAS
ABANDONED
IN SUCH A
HURRY.

STILL, IF
YOU'RE RIGHT,
WE'RE TRESPASSING
ON THEIR HOME.
I'LL DEAL WITH THIS
ONE IN A MORE
HUMANE WAY...

...HOPEFULLY A
WAY THAT DRAINS
LESS ENERGY FROM
MY BANDS.





FOR ALL THE GOOD IT DID... ANOTHER JEWEL'S JUST GONE DARK. ONCE THEY'VE ALL FADED, IT'LL MEAN MY POWER'S GONE.

UNLESS WE FIND THE SAVIOR FIRST, AND HE CAN UNDO WHATEVER THE PHALANX HAVE DONE TO CUT KREE SPACE OFF FROM THE UNIVERSE.

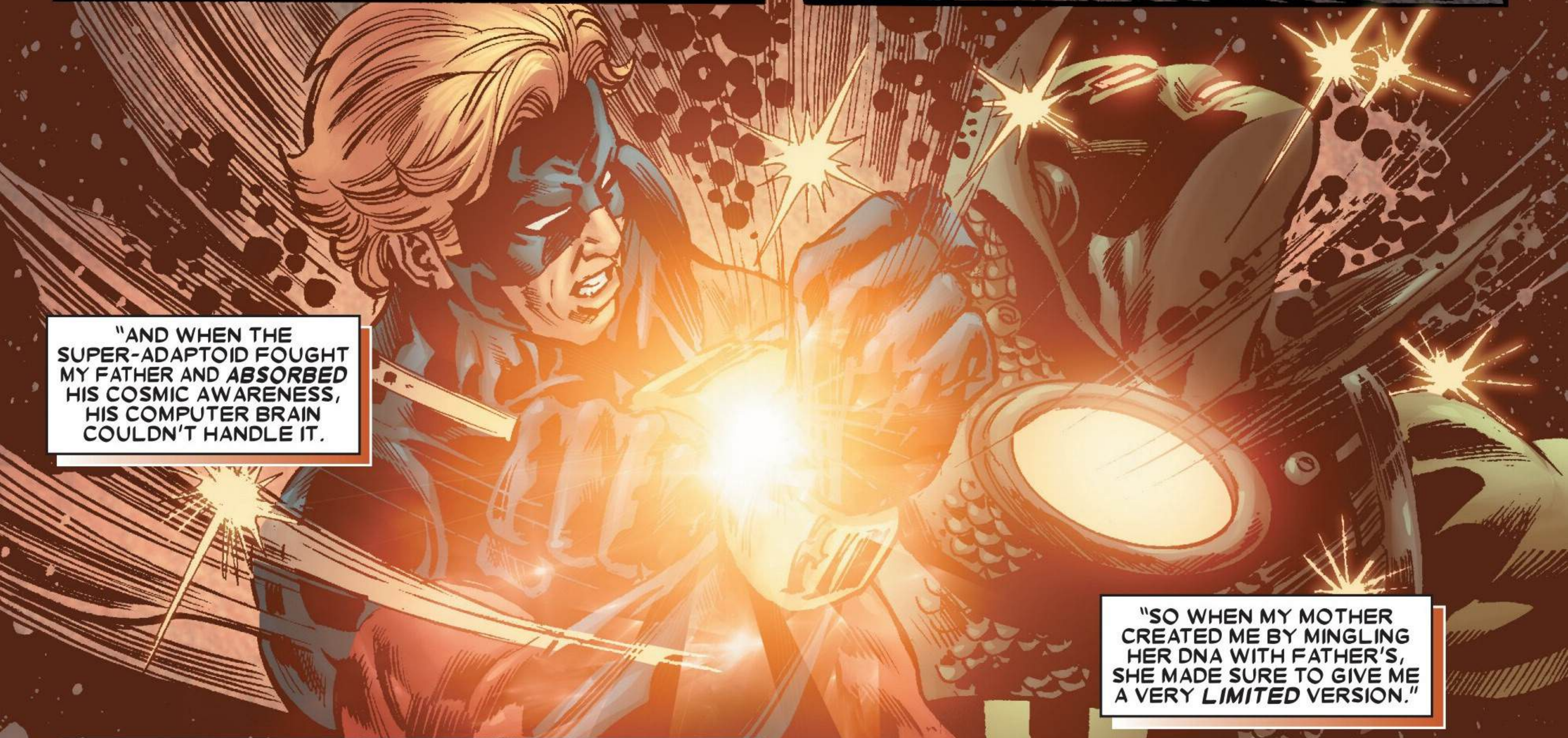
PHY, YOU ONCE TOLD ME YOU INHERITED SOME **COSMIC AWARENESS** FROM YOUR FATHER. NOW THAT WE'RE CLOSER TO THE SAVIOR...



...COULDN'T YOU CONSERVE ENERGY BY USING *THAT* TO FIND HIM, INSTEAD OF THE QUANTUM BANDS?

I WISH IT WERE THAT SIMPLE. **TRUE COSMIC AWARENESS--** BEING MENTALLY LINKED TO THE **ENTIRE UNIVERSE--** IS HARD FOR ANY MIND TO COPE WITH.

IT DROVE MY BROTHER **INSANE**.



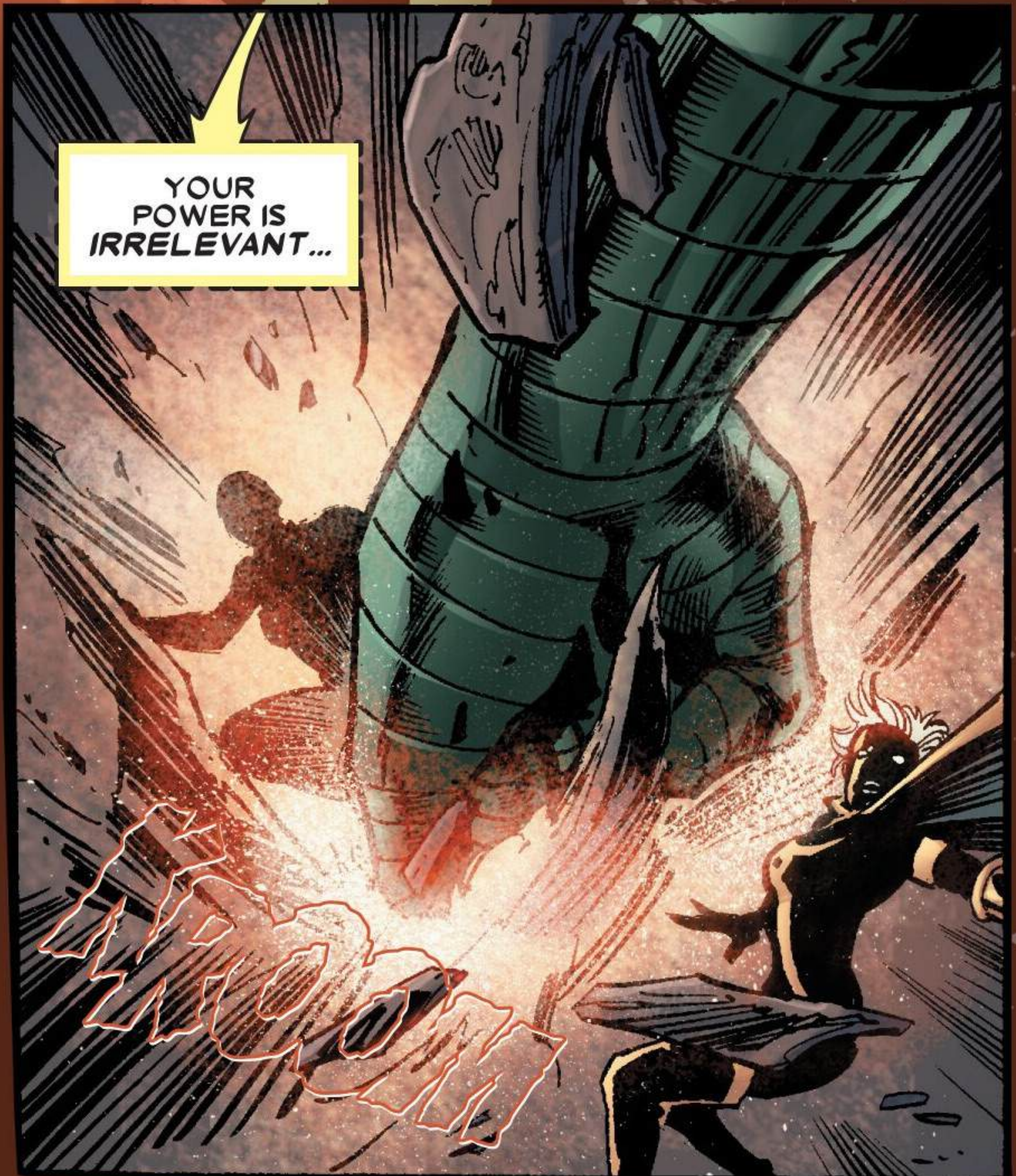
"AND WHEN THE SUPER-ADAPTOID FOUGHT MY FATHER AND **ABSORBED** HIS COSMIC AWARENESS, HIS COMPUTER BRAIN COULDN'T HANDLE IT.

"SO WHEN MY MOTHER CREATED ME BY MINGLING HER DNA WITH FATHER'S, SHE MADE SURE TO GIVE ME A VERY **LIMITED** VERSION."



EVEN **THAT** SEEMED TO FADE AROUND THE TIME I GOT THE QUANTUM BANDS.

MAYBE THEY CANCELED IT OUT, THE WAY THEY SEEMED TO ABSORB THE ARTIFICIAL **NEGA-BANDS** I USED TO WEAR...



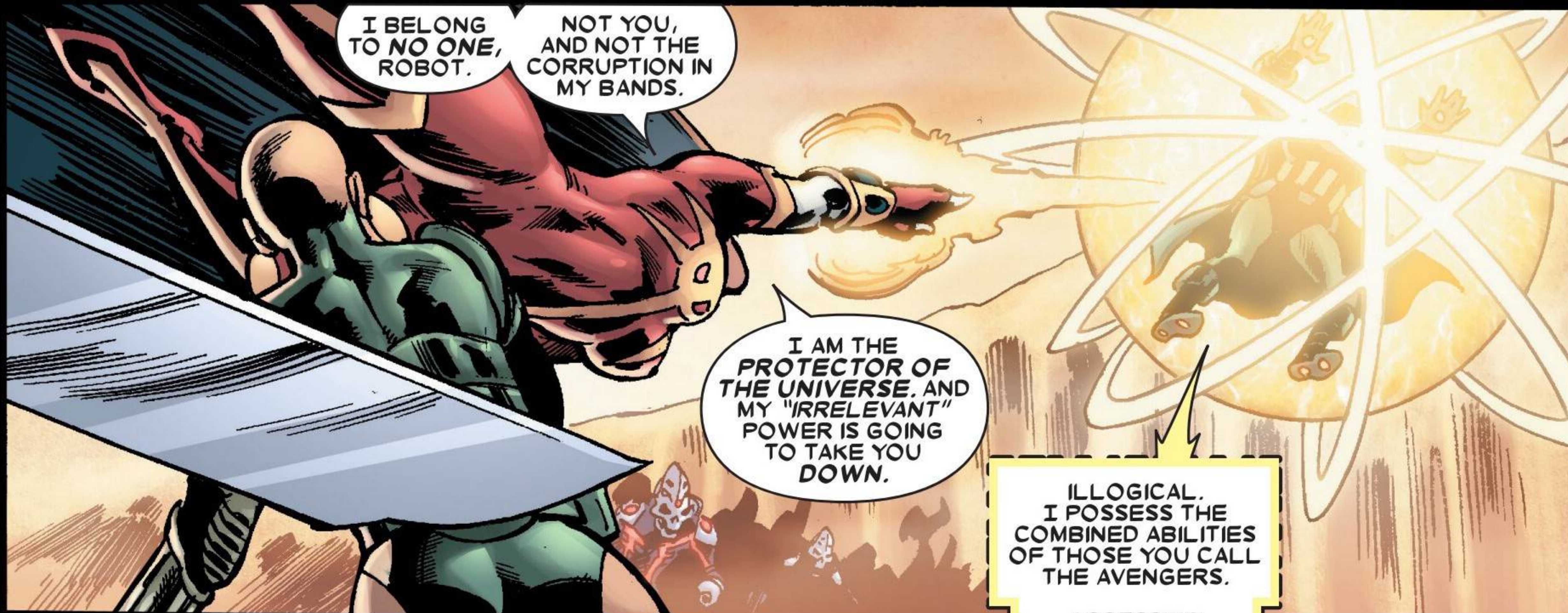
YOUR POWER IS **IRRELEVANT...**

...FOR IT
WILL SOON
BE MINE.

AND YOU
WILL BELONG
TO THE
PHALANX.

NEVER.





I BELONG
TO NO ONE,
ROBOT.

NOT YOU,
AND NOT THE
CORRUPTION IN
MY BANDS.

I AM THE
PROTECTOR OF
THE UNIVERSE. AND
MY "IRRELEVANT"
POWER IS GOING
TO TAKE YOU
DOWN.

ILLOGICAL.
I POSSESS THE
COMBINED ABILITIES
OF THOSE YOU CALL
THE AVENGERS.

ACCESSING
SUBJECTS: WASP.
VISION.



WH--? HE'S
VANISHED!

NO--JUST
SHRUNK DOWN!
HE'S GOING TO PHASE
THROUGH YOUR
QUANTUM-CELL, BE
READY FOR HIS--



--ATTACK!

SHZAKK

SUBJECTS:
GIANT-MAN.
IRON MAN.



YOU FIGHT DEFENSIVELY. WITH *FEAR*.

THAT IS WHY YOU SHALL FALL.

KRAAAAA



YOU'RE RIGHT. I'VE BEEN AFRAID OF LETTING GO... OF DEPLETING MY ENERGY STORES...

...BUT CONSERVING POWER DOESN'T DO ME ANY GOOD IF I *LOSE*. SO I'M NOT AFRAID ANYMORE.

KRZZAKK



SHA-KOOOM

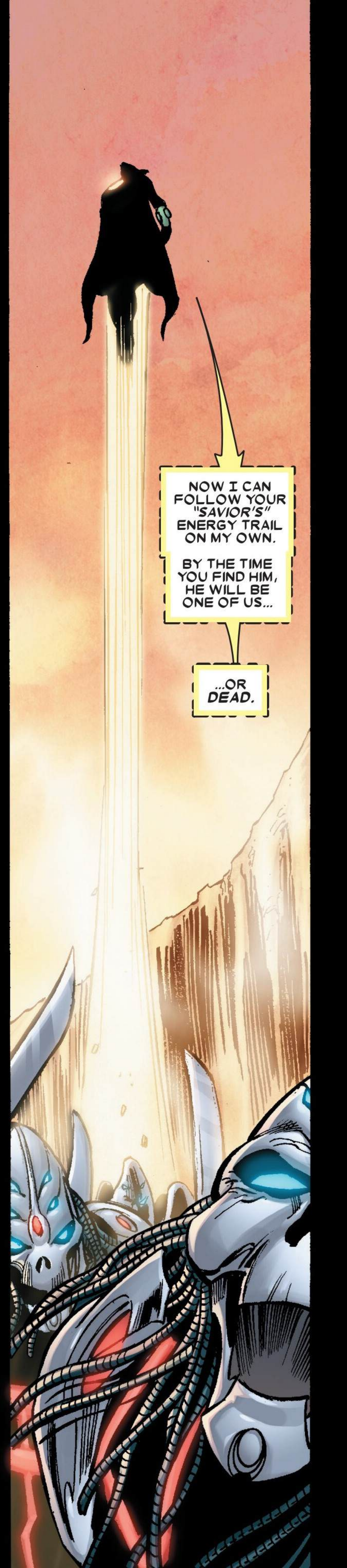
BUT YOU SHOULD BE.



THANK YOU, FLESHLING.
UNIQUE ARTIFACTS ARE
ALWAYS DIFFICULT TO
ADAPT, BUT YOUR ASSAULT
PROVIDED THE DATA
I NEEDED TO **DUPLICATE**
YOUR WEAPONS.

IM-IMPOSSIBLE.
THOSE CAN'T
BE QUANTUM
BANDS.

THEY ARE
FACSIMILES.
INFERIOR ONES,
ADMITTEDLY...
BUT THEY WILL
SUFFICE.



NOW I CAN
FOLLOW YOUR
"SAVIOR'S"
ENERGY TRAIL
ON MY OWN.

BY THE TIME
YOU FIND HIM,
HE WILL BE
ONE OF US...

...OR
DEAD.



DAS'T IT
ALL! HEATHER,
WE'VE GOT TO GET
AWAY FROM
THESE--

HEATHER!

UGH! SORRY...
PHY. MENTAL
POWERS...NOT
SO GOOD AGAINST
TECHNO-ORGANIC
MINDS.



GET OUT
OF HERE WHILE
YOU CAN...FIND THE
SAVIOR BEFORE
THE ADAPTOID...

...AND NEVER
FORGET, PHY...
HOW MUCH
I LOVE--

NO!!!



HOLD ON,
HEATHER! I'M
COMING!



I'M...

FWOOOSH!!



FWOOSH

...HEATHER?!



THE KREE WORLD
DLAW-HUEG.

HEATHER?
MOONDRAGON? IS THAT
YOU?

IT'S ME,
PHYL.

BUT
MOONDRAGON
IS NO LONGER
JUST A NAME.
NOW...

...IT'S
WHAT
I AM.

DESTINY

PART 3

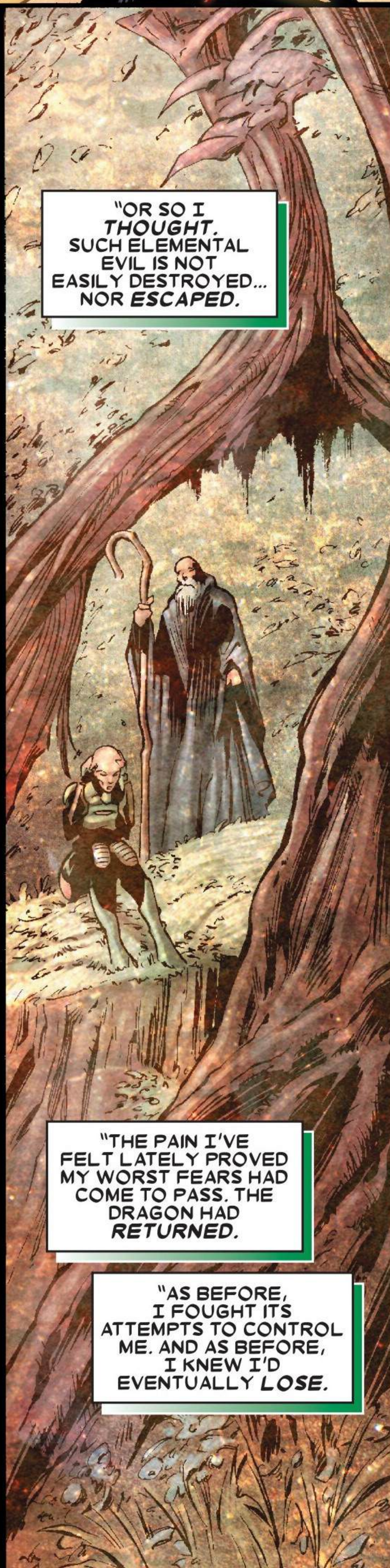


SAVE YOUR
QUANTUM ENERGY.
I CAN FINISH
THESE PHALANX
SOLDIERS
MYSELF.

BUT--BUT
HOW--?



"I TOLD YOU
OF MY YEARS-LONG
STRUGGLE WITH THE
DEMONIC DRAGON
OF THE MOON.



"OR SO I
THOUGHT.
SUCH ELEMENTAL
EVIL IS NOT
EASILY DESTROYED...
NOR ESCAPED.



"I SOUGHT
COUNSEL FROM
THE ELDER OF
THE PRIESTS
OF PAMA.

YOU CANNOT
DEFEAT THIS
FORCE BY **DENYING**
IT, HEATHER
DOUGLAS.

LIKE THE
DARKNESS IN ALL
OF US, YOU MUST
ACKNOWLEDGE IT AS
PART OF YOU. **EMBRACE**
IT, BUT BE VIGILANT; THEN
YOU WILL CONTROL
IT, RATHER THAN IT
CONTROL YOU.

"A STRUGGLE THAT
NEARLY COST ME MY
LIFE AND SOUL BEFORE
I WAS FINALLY FREE OF
HIS CORRUPTION.

"THE PAIN I'VE
FELT LATELY PROVED
MY WORST FEARS HAD
COME TO PASS. THE
DRAGON HAD
RETURNED.

"AS BEFORE,
I FOUGHT ITS
ATTEMPTS TO CONTROL
ME. AND AS BEFORE,
I KNEW I'D
EVENTUALLY **LOSE.**

"BUT THERE
WAS A **PRICE.**"



I'VE
BECOME THE
DRAGON'S AVATAR...IN
BODY AS WELL
AS NAME.

BUT...BUT
THIS IS WONDERFUL!
YOU'RE NO LONGER
IN PAIN, AND YOU'RE
FAR MORE POWERFUL
IN THIS FORM. IF
YOU CAN CHANGE
INTO THIS --

YOU DON'T
UNDERSTAND, PHY.
THIS ISN'T SOME
SUIT OF ARMOR I
CAN PUT ON AND
TAKE OFF.

I CAN'T
CHANGE
BACK.

OH.

OH, I...
I SEE.

YOU
SHOULD HAVE
TOLD ME,
HEATHER.

I MEANT
TO. I THOUGHT
I HAD MORE
TIME.

I THOUGHT
WE HAD
MORE TIME.



IT'S ALL
RIGHT; YOU DON'T
HAVE TO SAY IT. I KNOW
WHAT THIS MEANS
FOR US...AND I
UNDERSTAND.

HEATHER, IF
I DO LEAVE YOU,
IT'LL BE OVER
SOMETHING IMPORTANT.
LIKE YOUR ANNOYING
TENDENCY TO STEAL
THE BLANKETS
AT NIGHT.

PHY, I'M
NOT HUMAN
ANYMORE.
I CAN'T ASK
YOU TO--

SHUSH. THE
INTIMACY YOUR
MENTAL POWERS
GIVE US IS SO MUCH
DEEPER THAN ANYONE
KNOWS. AND THOSE
ABILITIES STILL
SEEM TO WORK
JUST FINE.

BESIDES,
I CHOSE YOU.
AND YOU HAVEN'T
CHANGED. NOT IN
ANY WAY THAT
MATTERS.

PHYLA,
I...

I KNOW.
I LOVE
YOU TOO.

AND
NOW...



**LET'S
RIDE!**

**THE EDGE OF KREE SPACE.
THE PLANET MORAG IV.**

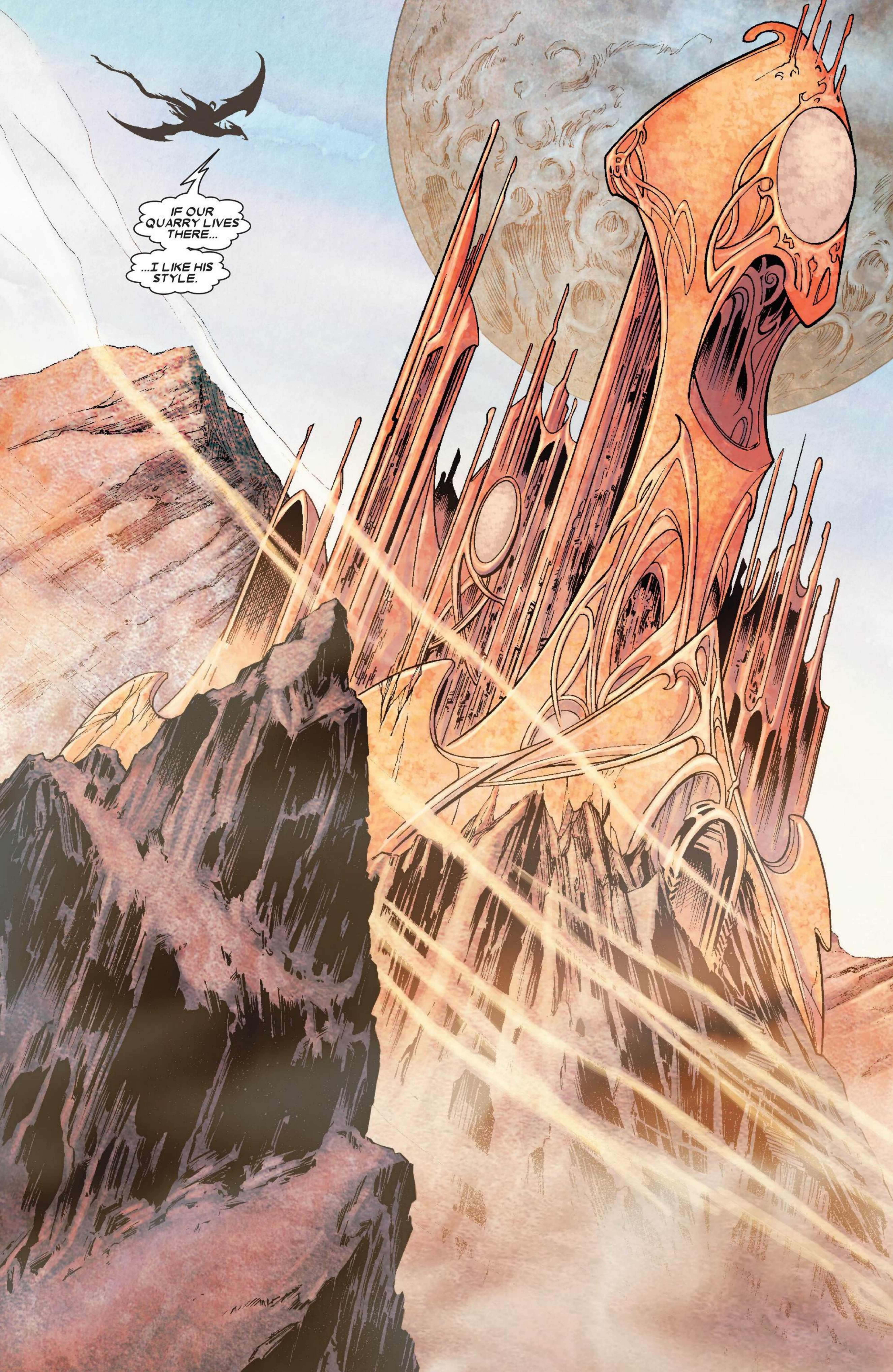
THERE. THE
SAVIOR'S ENERGY
TRAIL LEADS TO THAT
PLANET WITH THE HEAVY
CLOUD COVER...
AND STOPS.

THIS COULD
BE IT, HEATHER.
WHERE WE'LL FIND
THE ONE WHO CAN
END THE PHALANX'S
CONQUEST OF
MY PEOPLE.

WE'VE HIT
BREATHABLE
ATMOSPHERE. BUT
CONSERVE YOUR
QUANTUM POWER; I'LL
FLY US WHERE WE
NEED TO GO.

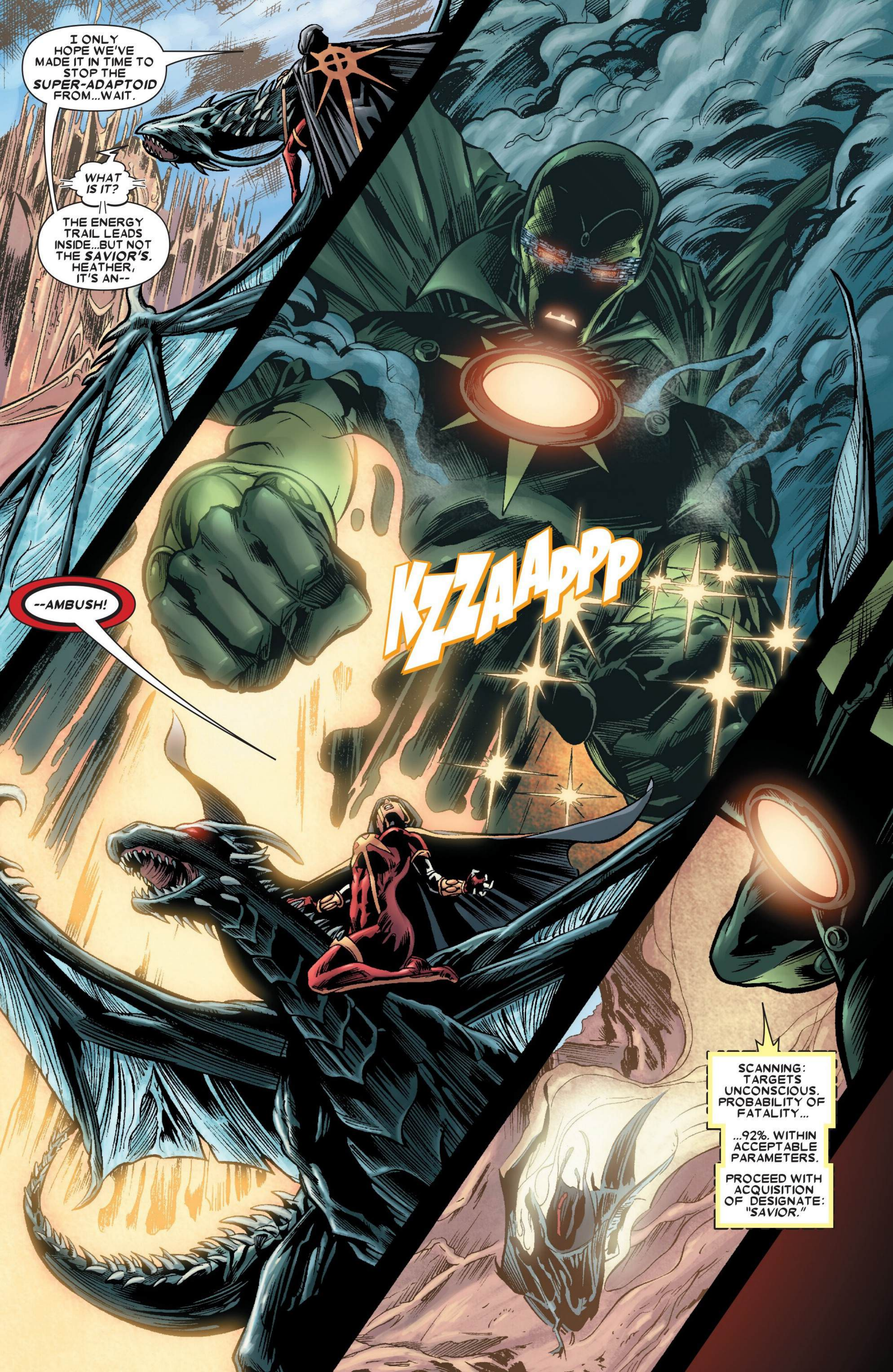
I CAN FEEL
IT...LIKE A BEACON.
WE SHOULD SEE
SOMETHING ON THE
OTHER SIDE OF
THOSE MOUNTAINS,
JUST...

...OH.



IF OUR
QUARRY LIVES
THERE...

...I LIKE HIS
STYLE.



I ONLY
HOPE WE'VE
MADE IT IN TIME TO
STOP THE
SUPER-ADAPTOID
FROM...WAIT.

WHAT
IS IT?

THE ENERGY
TRAIL LEADS
INSIDE...BUT NOT
THE SAVIOR'S.
HEATHER,
IT'S AN--

--AMBUSH!

KZZAAPP

SCANNING:
TARGETS
UNCONSCIOUS.
PROBABILITY OF
FATALITY...

...92%. WITHIN
ACCEPTABLE
PARAMETERS.

PROCEED WITH
ACQUISITION
OF DESIGNATE:
"SAVIOR."

ONE HOUR LATER...

HUNH!

ZZZZMMMM

MERCY,
HOLY ONE!

WHO...
WHERE AM I?
WHERE'S --

IF YOU
SEEK YOUR
MOUNT--

--MY
PARTNER.
IS SHE -- ?

SHE LIVES,
BUT STILL SLEEPS.
WE ADMINISTERED
HEALING DRAUGHTS
TO YOU BOTH.

HOW LONG?
HOW LONG
SINCE WE--

NOT LONG.
YOU FELL
CLOSE BY.

THEN
THERE'S STILL
TIME.

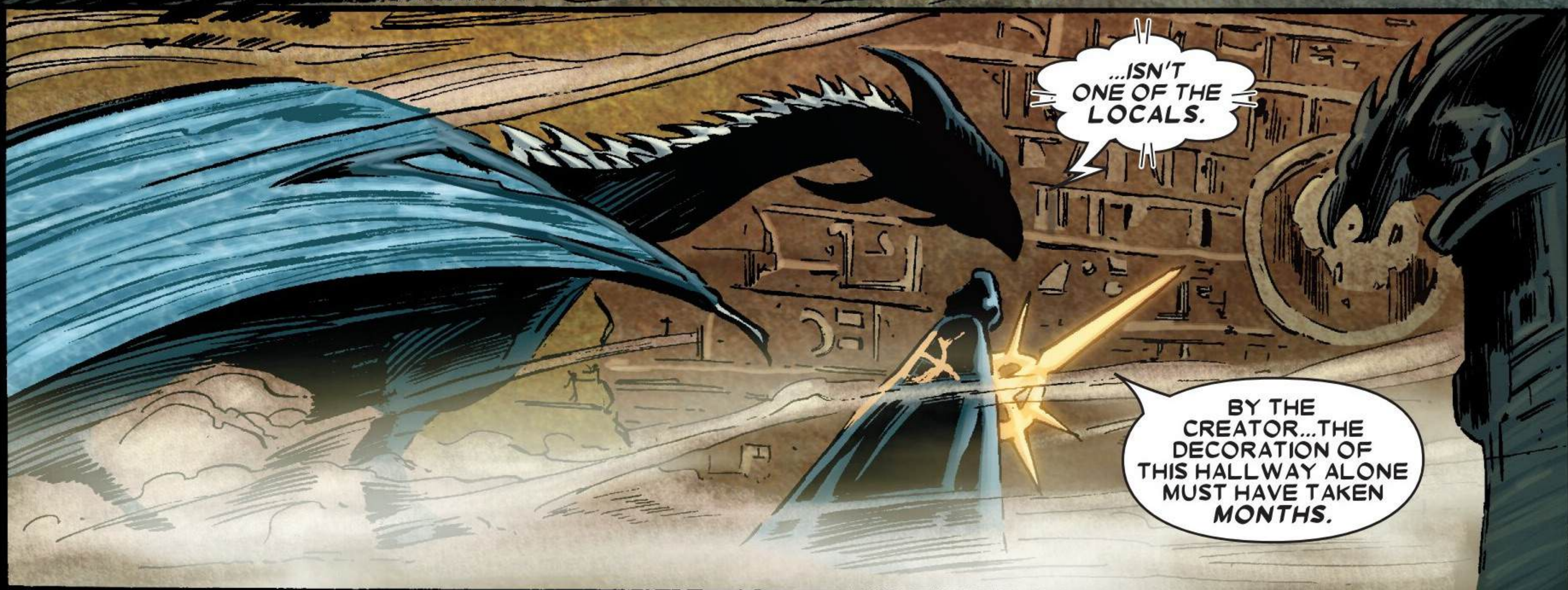
I'M SORRY...
THANK YOU
FOR YOUR HELP,
BUT WE HAVE
TO GO.

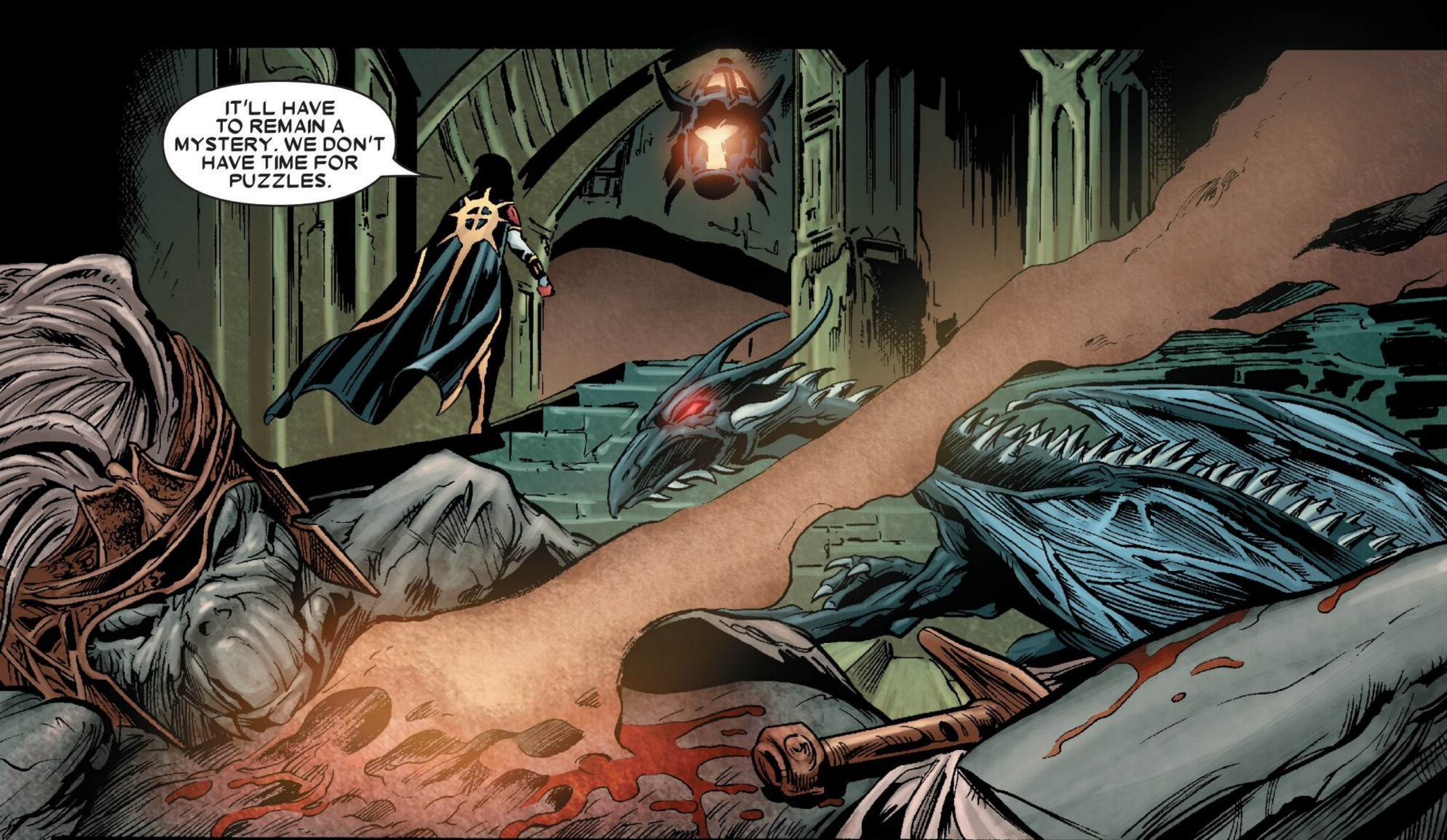
YOU ARE THE ONE
WE'VE HEARD
WHISPERS OF?
THE WIZARD?

NO. BUT
WE ARE HERE TO
FIND SOMEONE
IMPORTANT, BEFORE
IT'S TOO LATE.

HEATHER?
ARE YOU
OKAY? TIME'S
RUNNING
OUT.

HRRR...I'M
AWAKE. AND I'VE
READ YOUR
THOUGHTS. LET'S
MOVE.



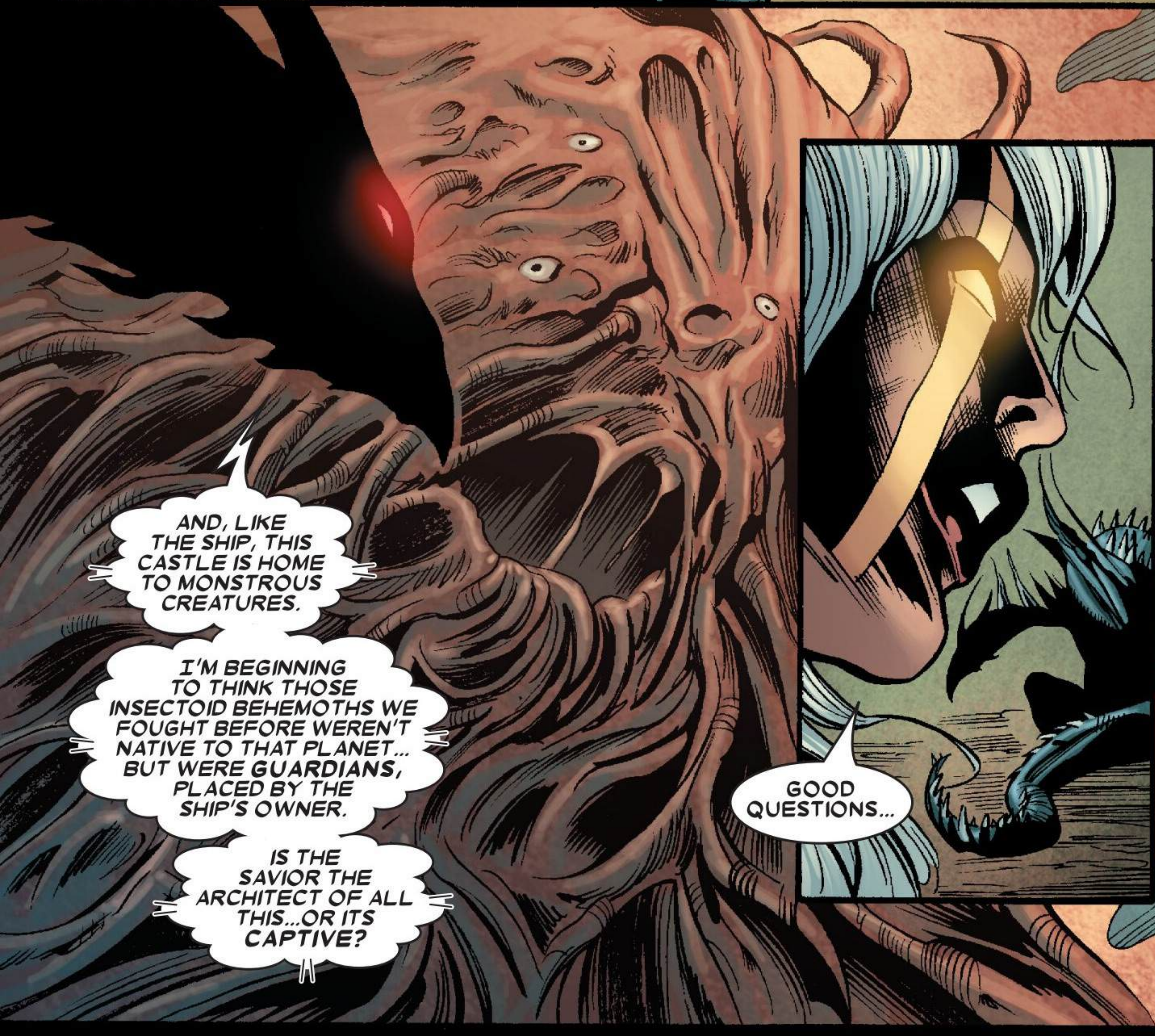


IT'LL HAVE TO REMAIN A MYSTERY. WE DON'T HAVE TIME FOR PUZZLES.



YET PUZZLES KEEP PRESENTING THEMSELVES.

THE TECHNOLOGY HERE IS SIMILAR TO THAT IN THE DERELICT SHIP WE FOUND.



AND, LIKE THE SHIP, THIS CASTLE IS HOME TO MONSTROUS CREATURES.

I'M BEGINNING TO THINK THOSE INSECTOID BEHEMOTHS WE FOUGHT BEFORE WEREN'T NATIVE TO THAT PLANET... BUT WERE GUARDIANS, PLACED BY THE SHIP'S OWNER.

IS THE SAVIOR THE ARCHITECT OF ALL THIS...OR ITS CAPTIVE?



GOOD QUESTIONS...



...BAD TIME TO ASK!

HSSSS



LOOKS LIKE THE ADAPTOID DIDN'T KILL ALL THE GUARDIANS.

I'LL--

NO. LET ME. REMEMBER...

...WE HAVE MONSTERS ON OUR SIDE, TOO.

FWASSHHH

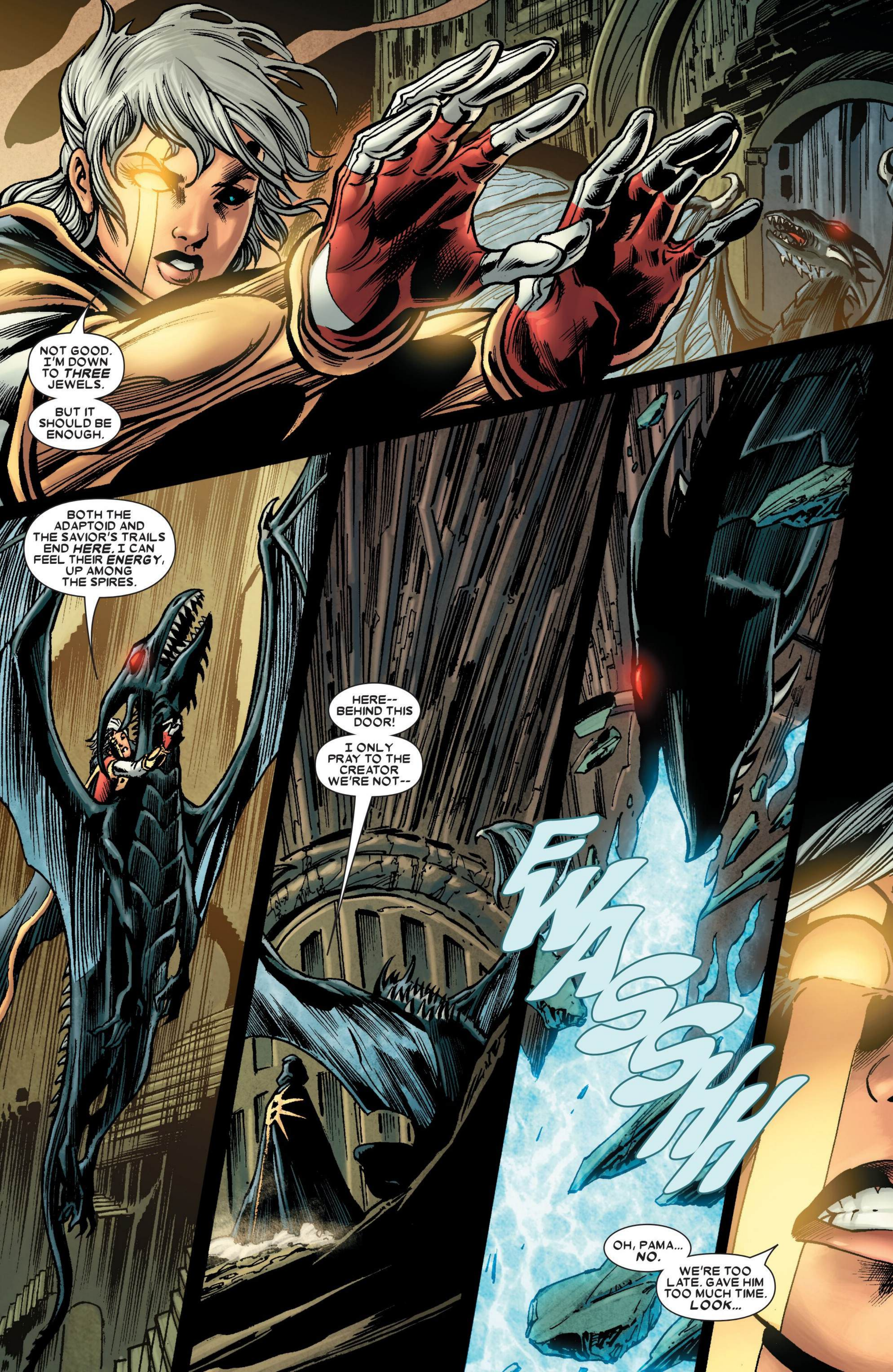
HALA.

I FORGOT ABOUT YOUR NEW... TALENTS.

DON'T. LET ME HANDLE WHAT I CAN. YOU EXPENDED ENOUGH QUANTUM ENERGY TRANSPORTING US THROUGH SPACE.

HOW ARE YOUR POWER LEVELS?

BUT HE MORTALLY WOUNDED THIS ONE. PUTTING IT OUT OF ITS MISERY WILL BE A MERCY.



NOT GOOD.
I'M DOWN
TO **THREE**
JEWELS.

BUT IT
SHOULD BE
ENOUGH.

BOTH THE
ADAPTOID AND
THE SAVIOR'S TRAILS
END **HERE**. I CAN
FEEL THEIR **ENERGY**,
UP AMONG
THE SPIRES.

HERE--
BEHIND THIS
DOOR!

I ONLY
PRAY TO THE
CREATOR
WE'RE NOT--

FASH

OH, PAMA...
NO.

WE'RE TOO
LATE. GAVE HIM
TOO MUCH TIME.
LOOK...



...LOOK
WHAT HE'S
DONE TO THE
SAVIOR.

PHYLA, I'M
PICKING UP SENTIENT
THOUGHT WITHIN THAT
CONSTRUCT--NOT THE
COMPUTER MIND OF
THE PHALANX.

THE SAVIOR
IS FIGHTING
ASSIMILATION!

THEN AS
LONG AS
THERE'S A
CHANCE--

--TURN AND
FACE US, YOU
ABOMINATION!

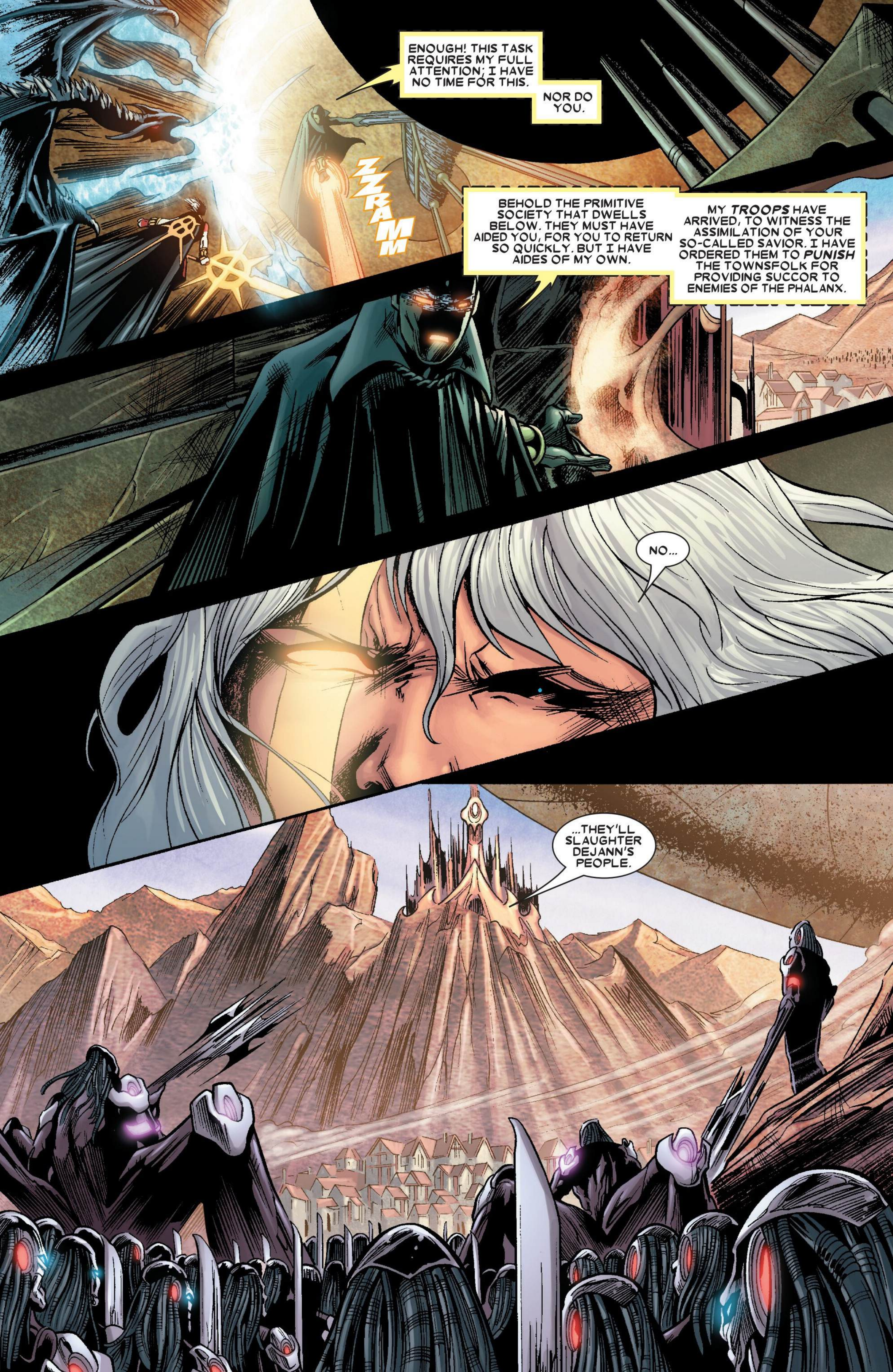
SKANG

FWOOSH

YESSS!
DESTROY
HIM!

UHH!
THE BANDS'
CORRUPTION...
I CAN FEEL IT
TAKING OVER
AGAIN!

MY ANGER
SPURS ME
ON, BUT I
WILL NOT LET
IT CONTROL
ME!



ENOUGH! THIS TASK
REQUIRES MY FULL
ATTENTION; I HAVE
NO TIME FOR THIS.

NOR DO
YOU.

BEHOLD THE PRIMITIVE
SOCIETY THAT DWELLS
BELOW. THEY MUST HAVE
AIDED YOU, FOR YOU TO RETURN
SO QUICKLY. BUT I HAVE
AIDES OF MY OWN.

MY **TROOPS** HAVE
ARRIVED, TO WITNESS THE
ASSIMILATION OF YOUR
SO-CALLED SAVIOR. I HAVE
ORDERED THEM TO **PUNISH**
THE TOWNSFOLK FOR
PROVIDING SUCCOR TO
ENEMIES OF THE PHALANX.

NO...

...THEY'LL
SLAUGHTER
DEJANN'S
PEOPLE.



DAMN YOU.

THE NATIVES ARE MEANINGLESS! CRUSH OUR ENEMY!

NO! I WON'T LOSE CONTROL! THOSE "MEANINGLESS" NATIVES SAVED OUR LIVES.

DO NOT WASTE YOUR CURSES ON ONE WITH NO EMOTION. RATHER, MAKE YOUR CHOICE... AND MAKE IT QUICKLY.

I SENSE YOUR PAIN. GO-- SAVE THE TOWN. I'LL FIGHT THE ADAPTOID.

NO. HE'LL KILL YOU. WHERE WE GO--WE GO TOGETHER.

YOU'LL SEE US AGAIN, ADAPTOID. AND WHEN YOU DO...

...BE AFRAID.

FOOLISH CREATURE. THE PHALANX DO NOT FEAR.

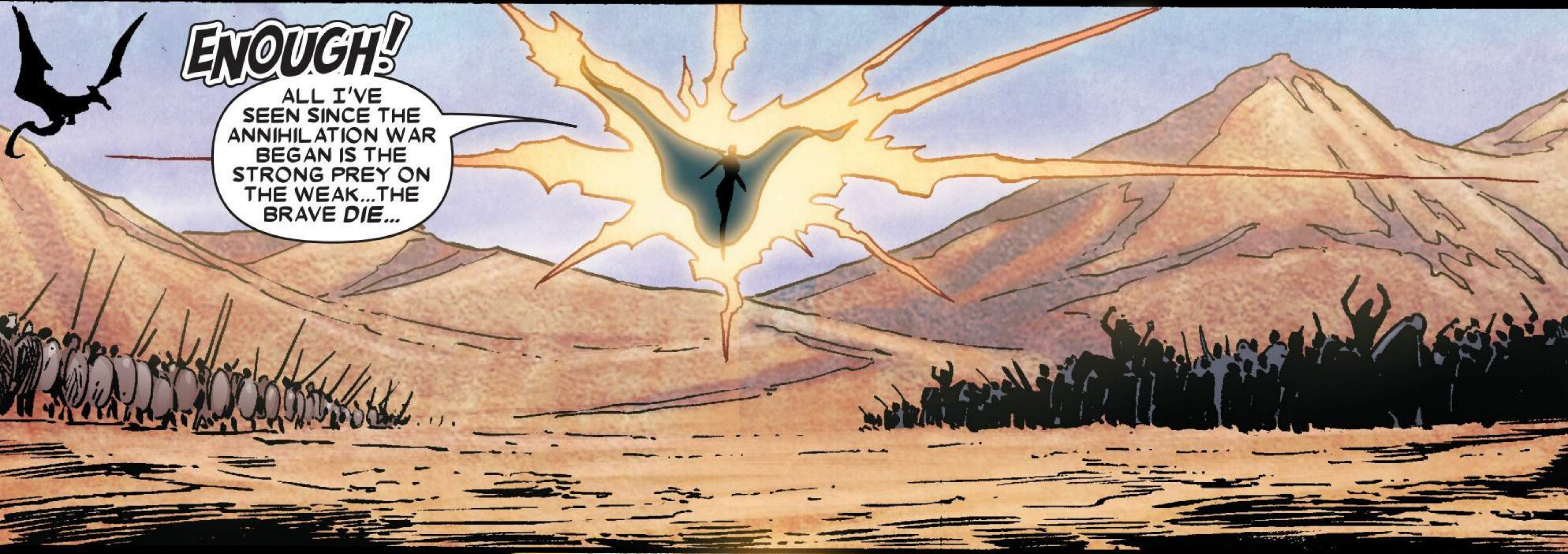
WE ONLY WIN.



LOOK AT THEM--STANDING TO MEET THE CHARGE WITH ROCKS AND STICKS. WHY DON'T THEY RUN?

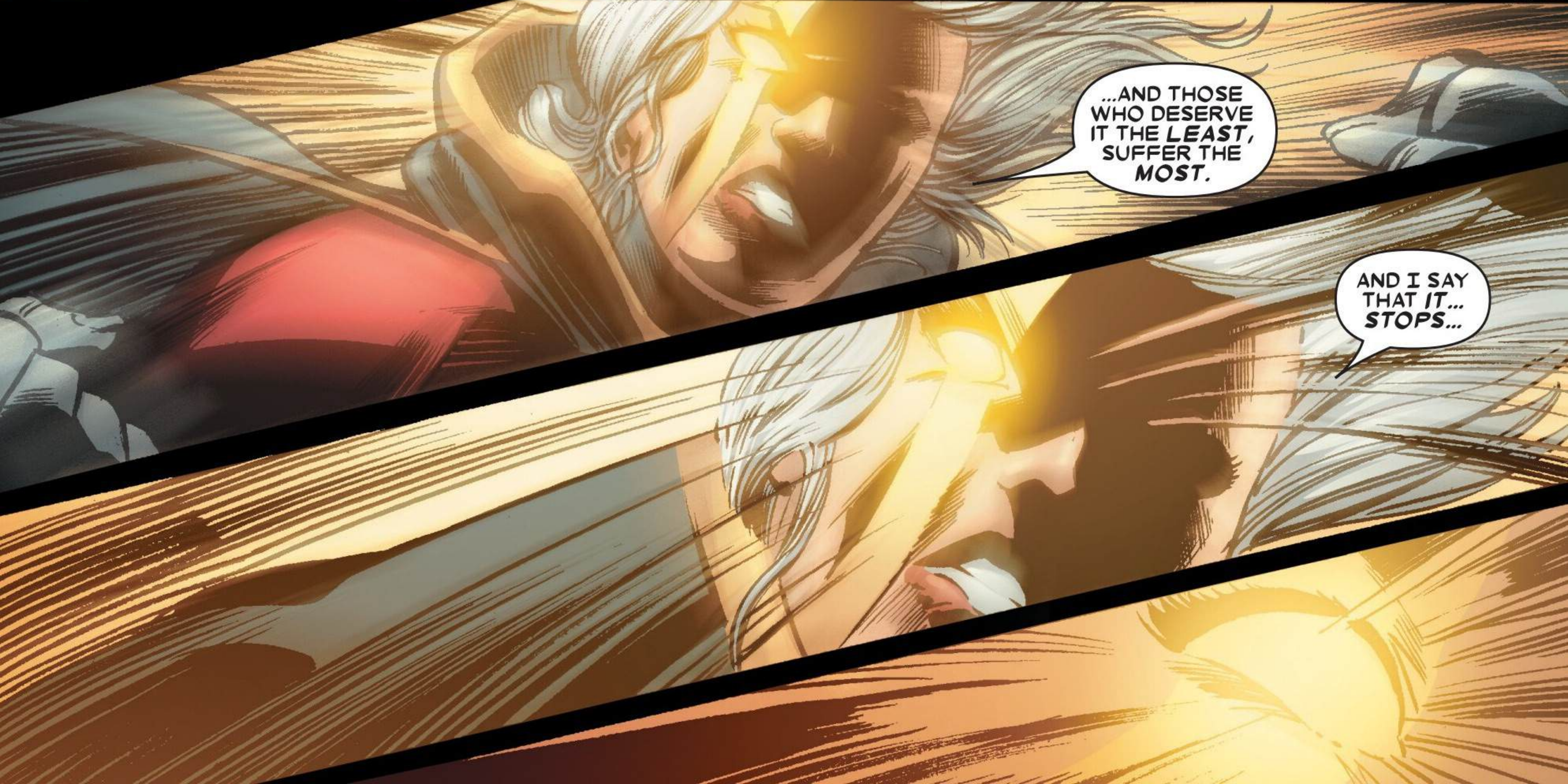
BECAUSE IT'S THEIR HOME. AND BECAUSE THEIR TACTIC IS THE SAME AS THE ADAPTOID'S...

...THEY HOPE TO BUY TIME FOR WHAT THEY CONSIDER MOST IMPORTANT.



ENOUGH!

ALL I'VE SEEN SINCE THE ANNIHILATION WAR BEGAN IS THE STRONG PREY ON THE WEAK...THE BRAVE DIE...



...AND THOSE WHO DESERVE IT THE LEAST, SUFFER THE MOST.

AND I SAY THAT IT... STOPS...

...HERE!!!

FASST

YOU DID IT, PHY--I KNEW YOU COULD, AND YOU DID IT QUICKLY ENOUGH FOR US TO HAVE A CHANCE OF RESCUING THE SAVIOR.

NO...ANY CHANCE WE HAD IS GONE.

THAT BLAST USED UP THE LAST OF MY ENERGY.

THE QUANTUM BANDS...ARE POWERLESS.

PRAISE THE CREATOR!

ALL HAIL THE HOLY ONE! YOU SAVED US ALL!

...HERE!!!

FASSTH!

PRAISE THE CREATOR!

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THE SAVIOR.

...HERE!!!

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EXPLOSION

...HERE!!!

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...HERE!!!

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THE QUANTUM BANDS...ARE POWERLESS.

PRAISE THE CREATOR!

ALL HAIL THE HOLY ONE! YOU SAVED US ALL!

POW!!!

...HERE!!!

PRAISE THE CREATOR!

ALL HAIL THE HOLY ONE! YOU SAVED US ALL!

YOU DID IT, PHY--I KNEW YOU COULD, AND YOU DID IT QUICKLY ENOUGH FOR US TO HAVE A CHANCE OF RESCUING THE SAVIOR.

NO...ANY CHANCE WE HAD IS GONE.

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THE QUANTUM BANDS...ARE POWERLESS.





THE EDGE OF
KREE SPACE.
THE PLANET
MORAG IV.

BUT
WE'RE
NOT.

IF YOU'RE
REFERRING TO MY
ENERGY ABSORPTION
POWERS, THEY WERE TIED
TO MY OLD NEGA-BANDS.
WHEN I ACQUIRED
THE QUANTUM BANDS,
THEY VANISHED...

...TAKING
THOSE ABILITIES
WITH THEM. I'M
STRONG, HEATHER,
AND I CAN FLY,
BUT THAT'S
ABOUT IT.

YOU STILL
HAVE YOUR
QUANTUM SWORD,
PHYLA. ONCE CREATED,
ONLY YOU CAN UNCREATE
IT. AND I'M NOT EXACTLY
A PUSHOVER,
MYSELF.

THAT'S
IT. IT'S
OVER.

THE
QUANTUM
BANDS ARE
POWERLESS.



AGAINST THE
SUPER-ADAPTOID?
A BEING WHO'S ABSORBED
THE POWERS OF ALL
THE AVENGERS--AND MY
OWN QUANTUM
BANDS?

TO EVEN
HAVE A CHANCE,
WE'D NEED AN
ARMY BACKING
US UP.

HOLY
ONE...



...YOU
HAVE
ONE.



DEJANN...YOUR
BRAVERY DOES YOU
AND YOUR FELLOWS
CREDIT. BUT, WITH
ALL RESPECT...

...YOUR WEAPONS
ARE PRIMITIVE. THE
PHALANX WOULD
OVERWHELM YOU. I
CAN'T IN GOOD
CONSCIENCE LEAD
YOU TO YOUR
DEATHS.

YOU WOULD
HAVE US GIVE UP?
THERE IS NOWHERE
TO ESCAPE TO. SHOULD
WE COWER HERE,
WAITING HELPLESSLY
FOR THE PHALANX TO
ASSIMILATE US?

NO. WE
PREFER TO DIE
FREE, IN BATTLE,
THAN LIVE ON AS
SLAVES OF THOSE
MONSTERS.



HE
HAS A POINT,
PHYLA.

THAT
HE DOES.
ALL RIGHT,
DAS' IT...

...THE
PHALANX MIGHT
KILL EVERY ONE OF
US TODAY. BUT,
BY HALA...





THAT'S IT,
YOU SCUM. GIVE
US THE BEST
YOU'VE GOT...

ALERT!
REPEL
INTRUDERS AT
ALL COSTS!

ASSIMILATION
OF THE KREE
"SAVIOR"
MUST NOT BE
INTERRUPTED!



...AND WE'LL GIVE IT RIGHT BACK!

NICELY DONE, PHY. BUT THIS ISN'T YOUR FIGHT.

WE NEED YOU TO REACH THE SUPER-ADAPTOID OR WHAT HAPPENS HERE MEANS NOTHING.

I...I DON'T LIKE LEAVING YOU.



I LIKE IT EVEN LESS. BUT PERHAPS IT'S FOR THE BEST.

WHAT'S THAT SUPPOSED TO MEAN? IF YOU STILL THINK I DON'T WANT TO BE WITH YOU NOW THAT YOU'RE IN THIS FORM--

THIS ISN'T THE TIME OR THE PLACE FOR THAT. I'M SAYING THAT OUR WISHES ARE MEANINGLESS WHEN WEIGHED AGAINST THE FATE OF THE GALAXY.

GO DO WHAT YOU HAVE TO. I'LL HOLD OFF THE PHALANX.

I LOVE YOU, HEATHER.

THEN PROVE IT...

...COME BACK TO ME.



ALERT!
PREVENT
DESIGNATE:
QUASAR FROM
REACHING
UPPER
LEVELS!

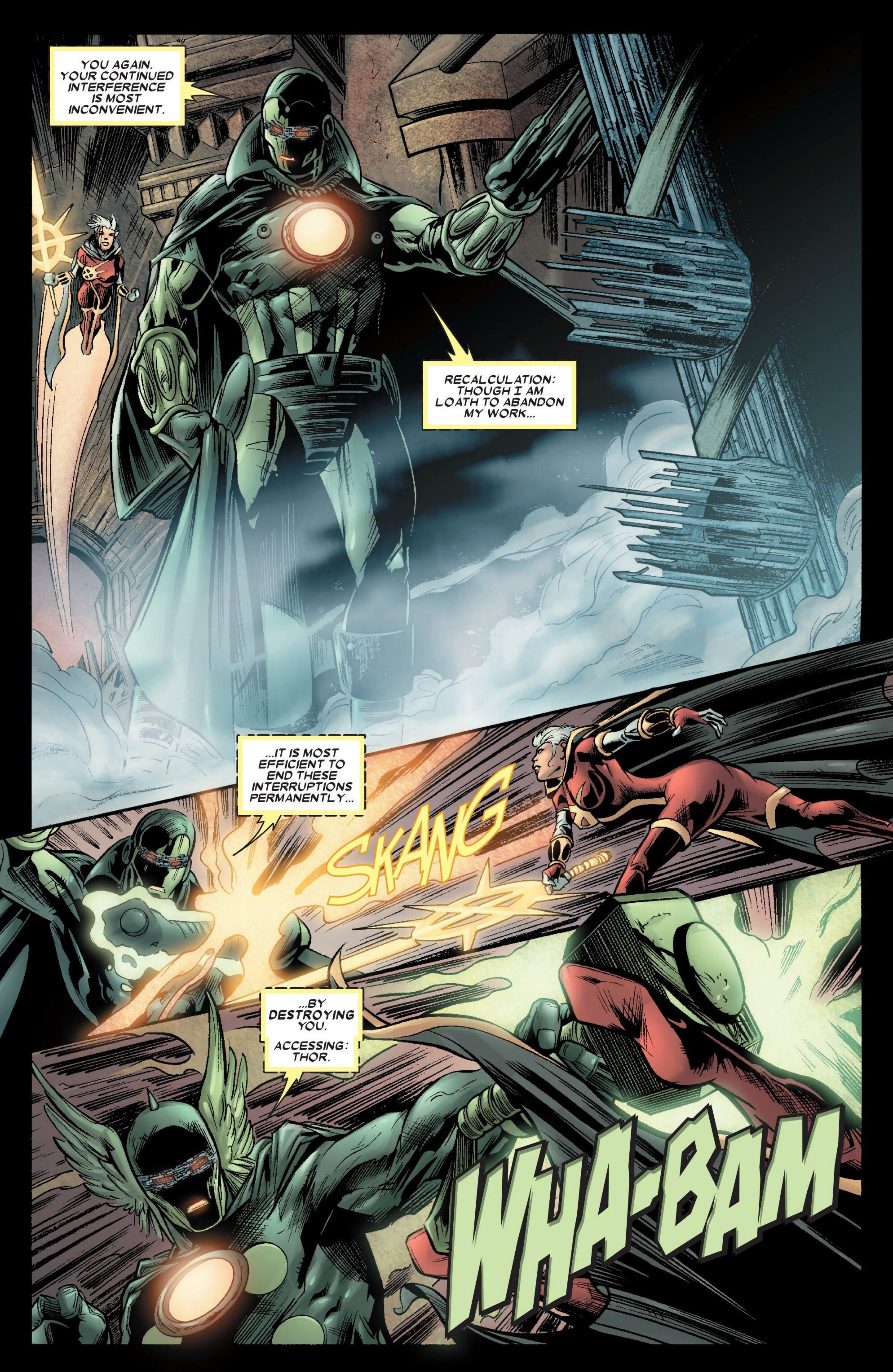
COMPLYING.

AND
FAILING.

SKREEEE--

THEY'RE
IN HERE. PAMA,
LET ME BE
IN TIME...

SHINCHAY



YOU AGAIN.
YOUR CONTINUED
INTERFERENCE
IS MOST
INCONVENIENT.

RECALCULATION:
THOUGH I AM
LOATH TO ABANDON
MY WORK...

...IT IS MOST
EFFICIENT TO
END THESE
INTERRUPTIONS
PERMANENTLY...

...BY
DESTROYING
YOU.
ACCESSING:
THOR.

SKANG

WHA-BAM



BY THE CREATOR...
HIS STRENGTH IS
INCREDIBLE. IF HE
HITS ME LIKE
THAT AGAIN...

ANALYSIS:
TARGET'S SPEED AND
MANEUVERABILITY
ARE FORMIDABLE.

SOLUTION...

...CONFINEMENT.

PERFECT...

...I WAS
HOPING YOU'D
USE MY OWN
QUANTUM ENERGY
AGAINST ME.

BECAUSE
THAT ENERGY
RIGHTLY
BELONGS IN
MY BANDS...

...AND
THAT'S
WHERE IT'LL
RETURN!

NOW,
CREATURE...

...WE'LL
SEE WHICH
OF US *TRULY*
DESERVES TO
WIELD THE
POWER!

A MINOR
MISCALCULATION
BY THIS UNIT. BUT
YOUR STRATEGY IS
DOOMED TO FAILURE,
FLESHLING.

YOU HAVE
REGAINED BUT A
SMALL AMOUNT OF
QUANTUM ENERGY,
WHILE I CAN EASILY
OUTLAST YOU.

AND YOU
CAN ONLY
REABSORB MY
WEAPONS...

...IF YOU
HAVE TIME TO
TOUCH THEM.

HALA!

GNNHH!

HE'S RIGHT...
I ONLY HAVE
ENOUGH POWER
TO LAST A FEW
MORE MINUTES.

KTANG

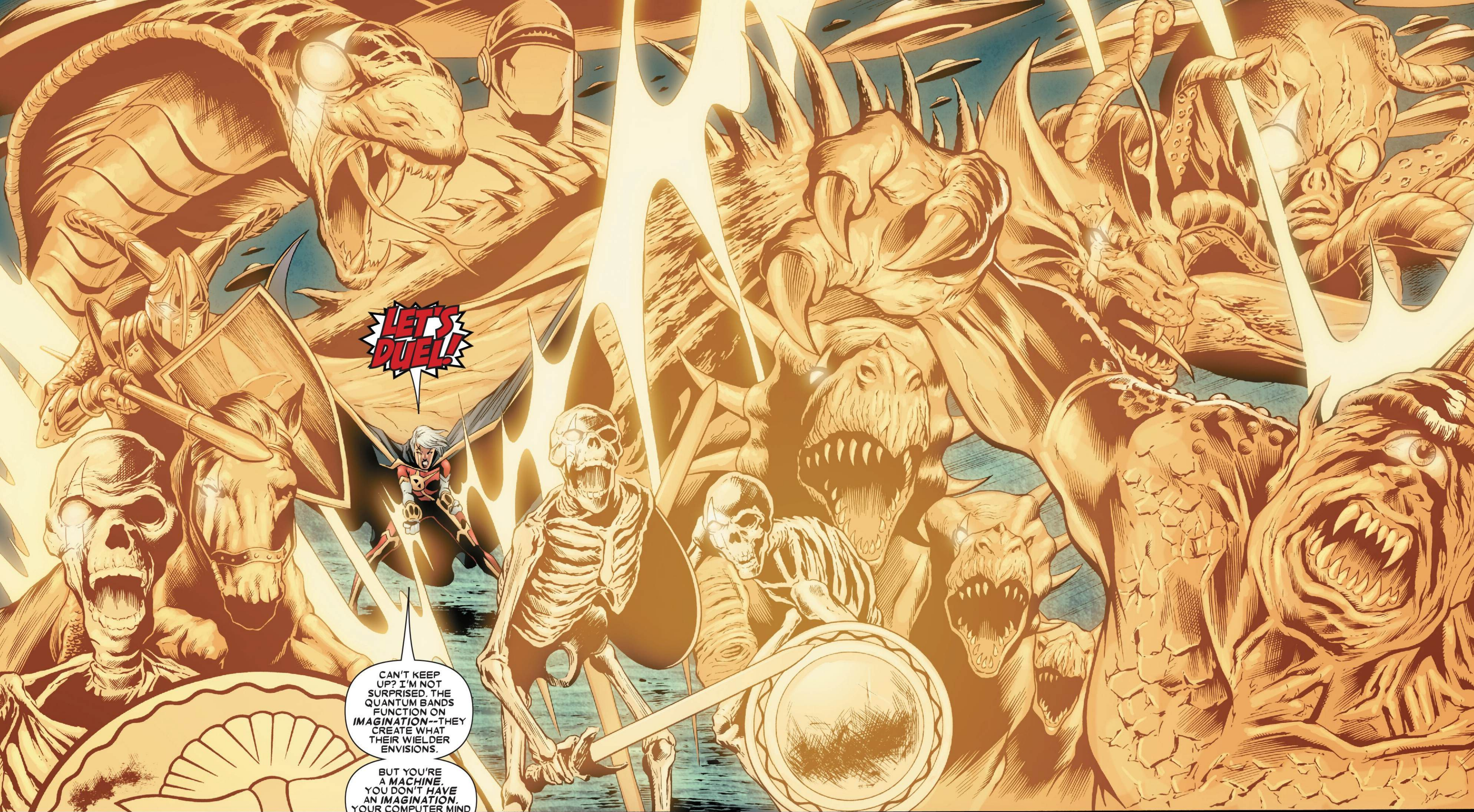
THEN HE'LL
KILL ME WITH A
REPLICA OF MY
OWN QUANTUM
SWORD, OR...

...WAIT. I JUST
REALIZED...THE
SWORD, THIS MACE,
THE RAM'S HEAD...

...EVERYTHING HE'S
USED IS A REPLICA
OF SOMETHING HE'S
SEEN ME CREATE.

I KNOW
HOW TO
BEAT HIM.

ALL RIGHT,
ADAPTOID.
YOU WANT A
QUANTUM BAND
DUEL?



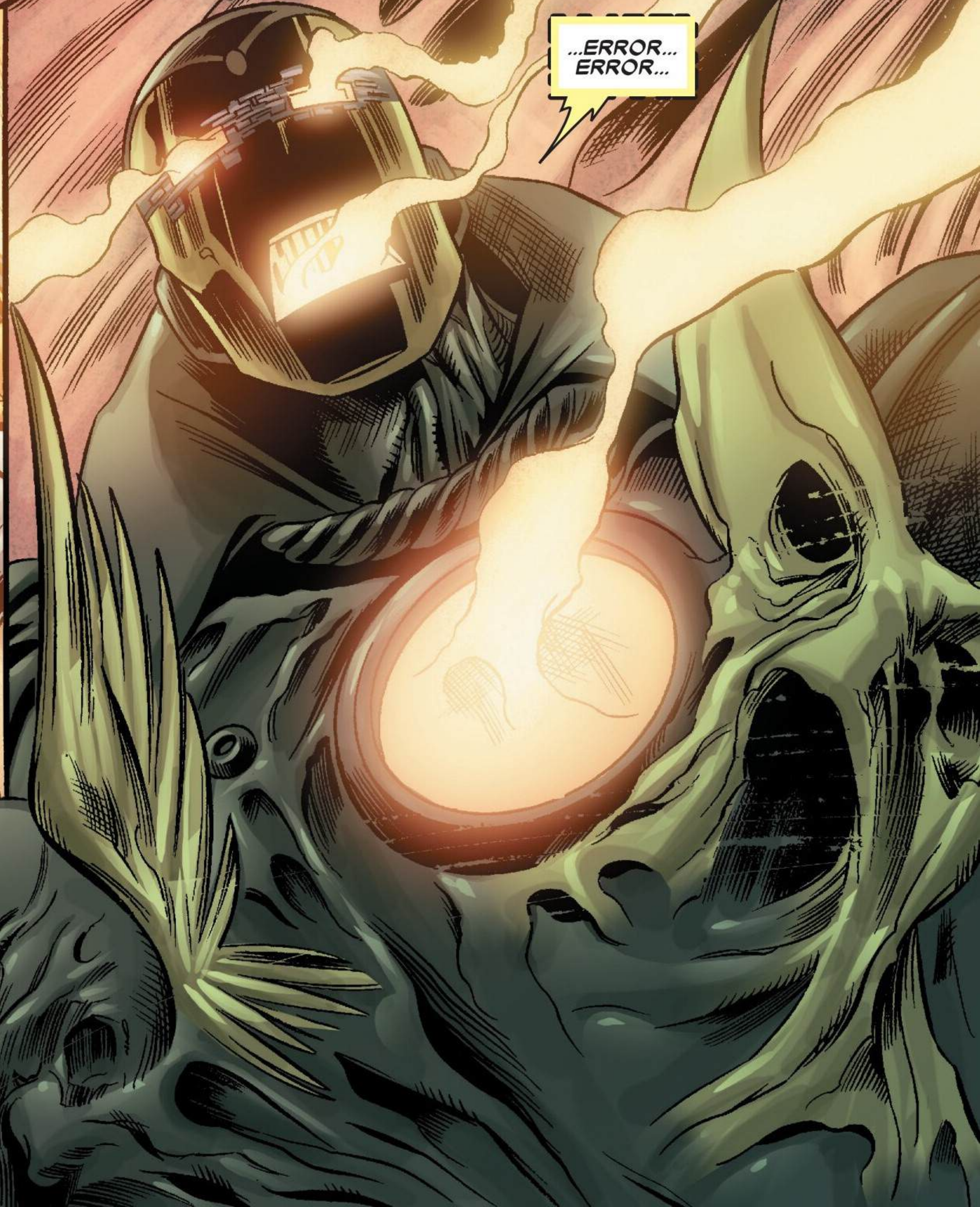
LET'S DUEL!

CAN'T KEEP UP? I'M NOT SURPRISED. THE QUANTUM BANDS FUNCTION ON IMAGINATION--THEY CREATE WHAT THEIR WIELDER ENVISIONS.

BUT YOU'RE A MACHINE. YOU DON'T HAVE AN IMAGINATION. YOUR COMPUTER MIND IS INFERIOR TO MY ORGANIC ONE.



ILLOGICAL. THE PHAL ANX IS SUPERIOR TO ALL ORGANIC LIFE.





...UNBEATABLE!

...ERROR011010010010111--

THANK HALA...
IT'S SHUT DOWN.
IT'S COMPUTER MIND
CRASHED TRYING
TO MIMIC
SOMETHING IT WAS
INCAPABLE OF.

AND JUST
IN TIME, TOO.
I COULDN'T HAVE
LASTED MUCH
LONGER.

BUT NOW
I CAN REABSORB
ALL THE QUANTUM
ENERGY THE
ADAPTOID **STOLE**
FROM ME.

I FEEL
POWER FLOODING
INTO ME AGAIN--NOT
A LOT, BUT ENOUGH.
ENOUGH TO FIGHT
THE PHALANX...

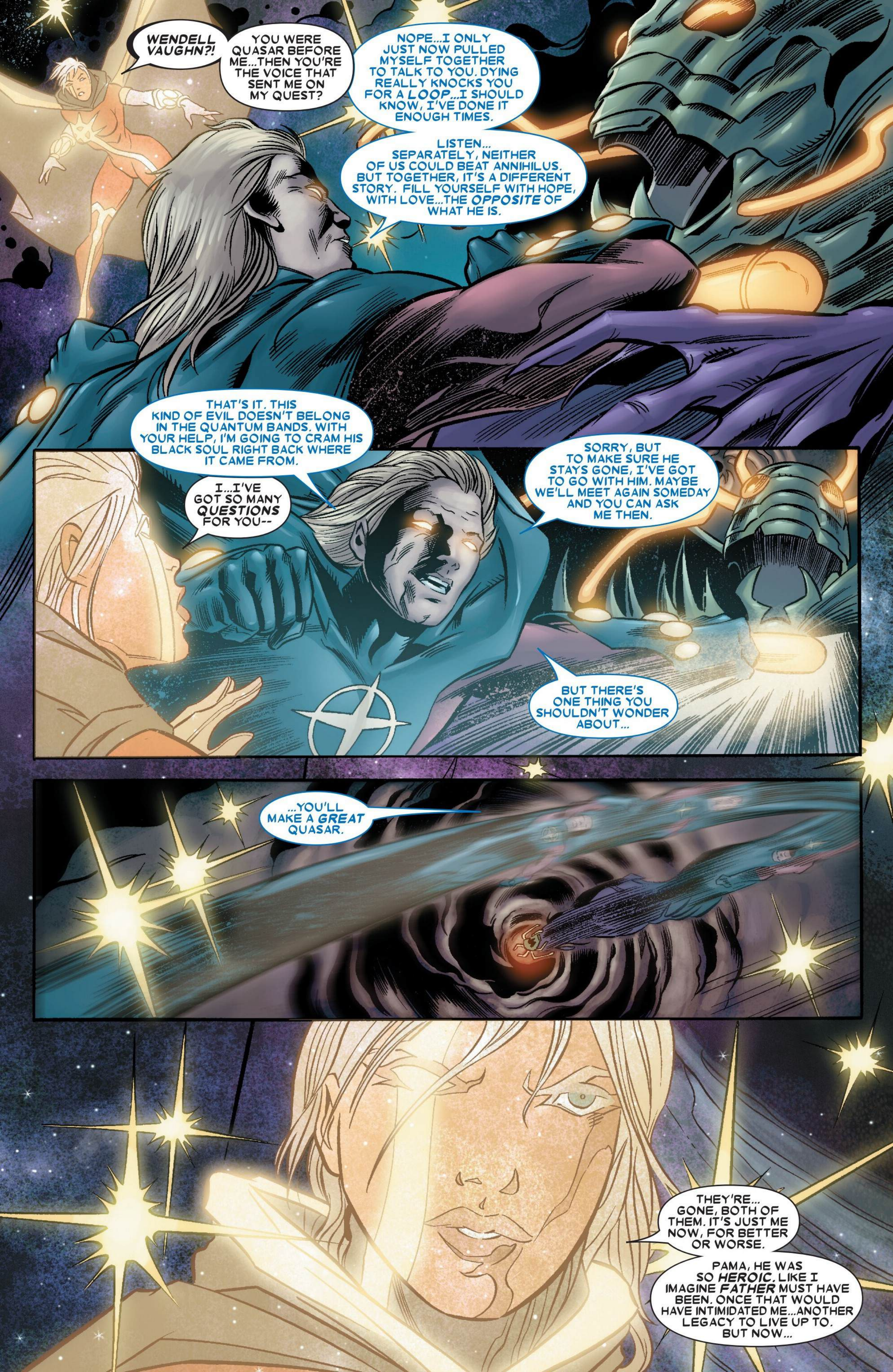
...AND ALL
LIFE IS THE
ENEMY!

OH, PAMA, NOT
NOW...THE CORRUPTION
ANNIHILUS LEFT IN THE
BANDS IS FEEDING ON MY
BATTLE-RAGE...TRYING
TO TAKE CONTROL!

IF IT DOES,
WE'RE LOST...GOT
TO FIGHT IT...BUT
I'M SO TIRED...

...ENOUGH
TO DESTROY MY
ENEMIES...

THEN IT'S
A GOOD THING
YOU'RE NOT
ALONE.



WENDELL VAUGHN?!

YOU WERE QUASAR BEFORE ME...THEN YOU'RE THE VOICE THAT SENT ME ON MY QUEST?

NOPE...I ONLY JUST NOW PULLED MYSELF TOGETHER TO TALK TO YOU. DYING REALLY KNOCKS YOU FOR A LOOP...I SHOULD KNOW, I'VE DONE IT ENOUGH TIMES.

LISTEN... SEPARATELY, NEITHER OF US COULD BEAT ANNIHILUS. BUT TOGETHER, IT'S A DIFFERENT STORY. FILL YOURSELF WITH HOPE, WITH LOVE...THE OPPOSITE OF WHAT HE IS.

THAT'S IT. THIS KIND OF EVIL DOESN'T BELONG IN THE QUANTUM BANDS. WITH YOUR HELP, I'M GOING TO CRAM HIS BLACK SOUL RIGHT BACK WHERE IT CAME FROM.

I...I'VE GOT SO MANY QUESTIONS FOR YOU--

SORRY, BUT TO MAKE SURE HE STAYS GONE, I'VE GOT TO GO WITH HIM. MAYBE WE'LL MEET AGAIN SOMEDAY AND YOU CAN ASK ME THEN.

BUT THERE'S ONE THING YOU SHOULDN'T WONDER ABOUT...

...YOU'LL MAKE A **GREAT** QUASAR.

THEY'RE... GONE, BOTH OF THEM. IT'S JUST ME NOW, FOR BETTER OR WORSE.

PAMA, HE WAS SO **HEROIC**. LIKE I IMAGINE **FATHER** MUST HAVE BEEN. ONCE THAT WOULD HAVE INTIMIDATED ME...ANOTHER LEGACY TO LIVE UP TO. BUT NOW...



...NOW IT
INSPIRES
ME...TO SEE
MY QUEST
THROUGH.

HEATHER--
ORDER OUR
TROOPS TO BACK
OFF. YOU'VE
ALL FOUGHT
BRAVELY...

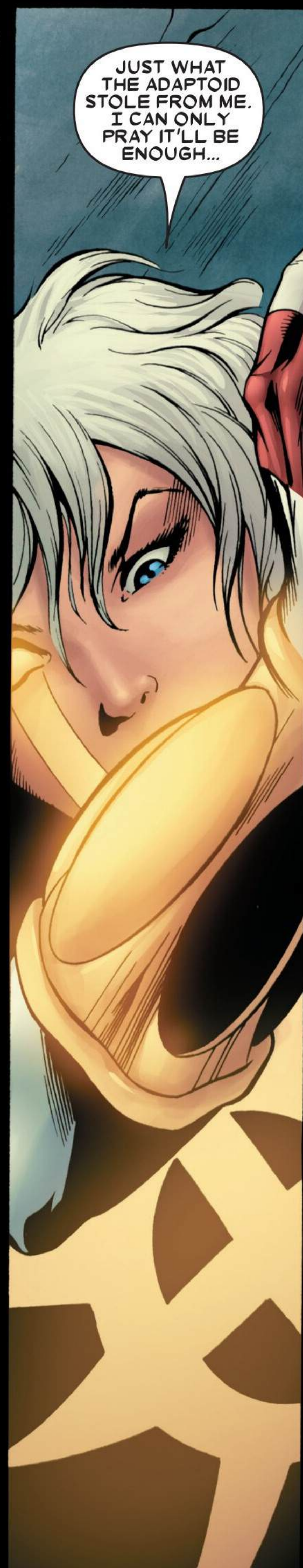


...**TOO**
BRAVELY FOR
ANYONE ELSE TO
FALL TO **FILTH**
LIKE THIS.



I'VE SET
THEM ON A
COURSE FOR
THIS PLANET'S
SUN.

GOOD
RIDDANCE.
THEN YOU HAVE
YOUR POWER
BACK?

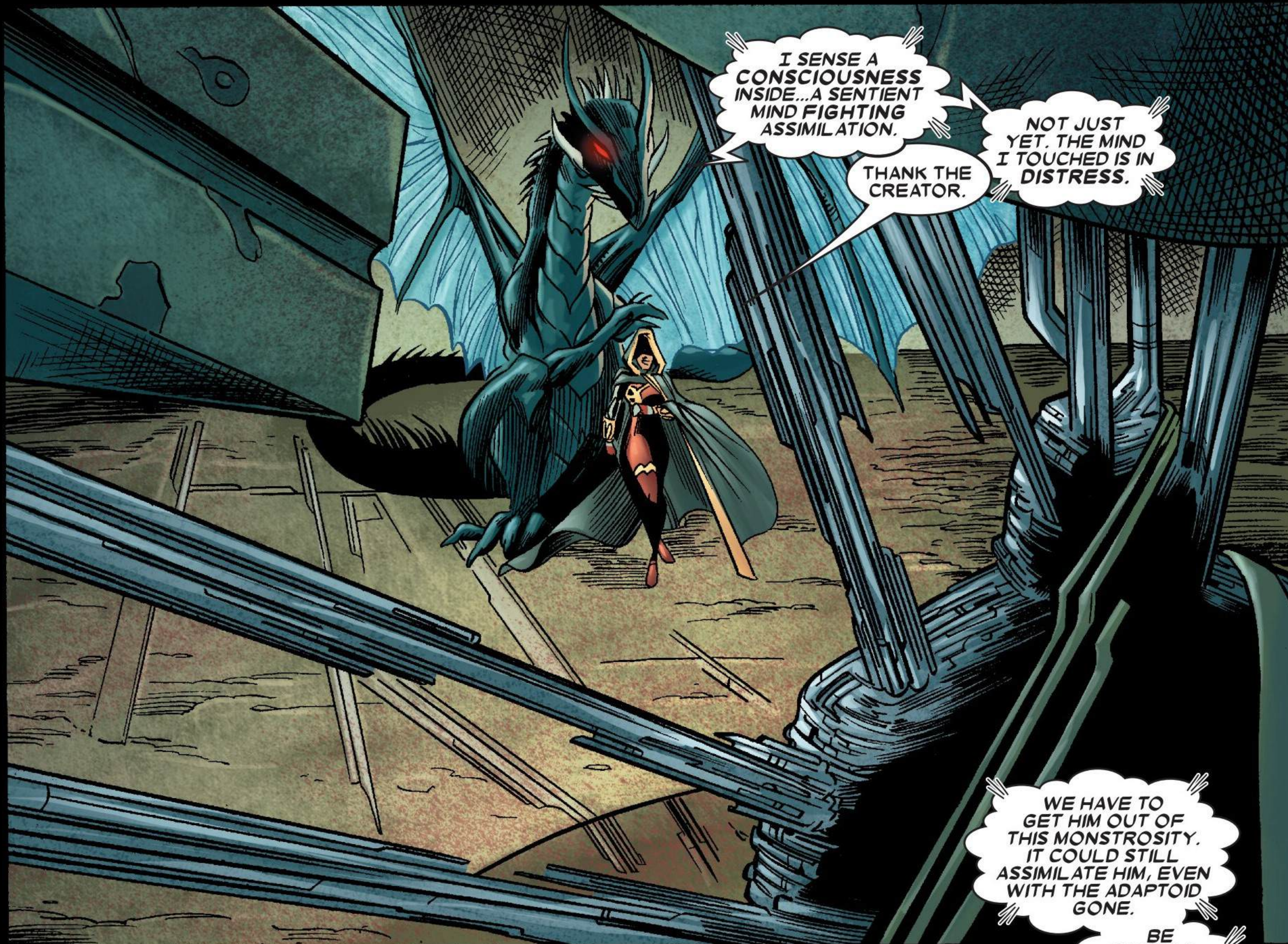


JUST WHAT
THE ADAPTOID
STOLE FROM ME.
I CAN ONLY
PRAY IT'LL BE
ENOUGH...



...AND THAT
THE SAVIOR CAN
STILL BE RESCUED.
OTHERWISE...

...ALL
IS LOST.



I SENSE A
CONSCIOUSNESS
INSIDE...A SENTIENT
MIND FIGHTING
ASSIMILATION.

THANK THE
CREATOR.

NOT JUST
YET. THE MIND
I TOUCHED IS IN
DISTRESS.

WE HAVE TO
GET HIM OUT OF
THIS MONSTROSITY.
IT COULD STILL
ASSIMILATE HIM, EVEN
WITH THE ADAPTOID
GONE.

BE
CAREFUL...
BUT DO IT
QUICKLY.



HEATHER--
LOOK. THERE'S
SOMETHING
UNDERNEATH
THE PHALANX'S
MACHINERY.

SOMETHING...
ORGANIC.



MOONS OF
TITAN...I THINK
I RECOGNIZE
THIS.

IT'S A
COCOON. ONE
I'VE SEEN
BEFORE.

PHY, I'M NOT SURE WE SHOULD GO ANY FURTHER.

WHAT? WHY NOT? IF THE SAVIOR IS IMPRISONED INSIDE--

YOU DON'T UNDERSTAND. THIS COCOON IS NOT A PRISON.

THE BEING I KNEW USED IT TO RESTORE AND REVITALIZE HIMSELF WHEN HE'D BEEN HURT. IT'S A NATURAL PART OF HIS HEALING PROCESS.

WHEN HE'S HEALED, IT'LL OPEN ON ITS OWN. IF WE TAKE HIM OUT NOW, WE COULD HARM HIM.

BUT THAT COULD TAKE WEEKS! WE CAN'T WAIT THAT LONG! EVERY DAY, THE PHALANX KILL MORE AND MORE. SOON THERE WON'T BE ANYONE LEFT TO SAVE!

MY DAUGHTER SPEAKS TRULY.

THE VOICE... TELL ME YOU HEAR IT THIS TIME.

I DO. AND I ALSO SEE.

THANK HALA, I'M NOT CRAZY...

SO THIS IS THE "HIGHER POWER" THAT'S BEEN SPEAKING TO YOU. THAT SENT US ON THIS QUEST...



...THE SUPREME INTELLIGENCE!

WHO IS SUPPOSED TO BE DEAD.

OUR SUPREMOR-- THE COMBINED MINDS OF THE FINEST INTELLECTS OF THE KREE PEOPLE--

SUCH DOUBT FROM AN EARTHLING IS EXPECTED. BUT SURELY MY KREE CHILD HAS FAITH.

I BELIEVE YOU ARE THE TRUE SUPREMOR. BUT...YOU OPPOSED MY FATHER. HE CONSIDERED YOU AN ENEMY.

I HAVE NO ENEMIES OR FRIENDS. MY PEOPLE ARE MY SOLE CONCERN. ALL I HAVE EVER DONE WAS TO BENEFIT THE KREE.

THAT IS WHY I CHOSE YOU, PHYLAVELL. I KNEW YOU WOULD NEVER WAVER IN YOUR MISSION. AND, LIKE A TRUE CHAMPION OF OUR PEOPLE, YOU DID NOT.

I HAVE STEERED YOU TRUE THUS FAR; YOU MUST TRUST ME A BIT LONGER. MY BODY IS NO MORE, AND MY POWER HERE IS LIMITED. I NEED TO COMBINE YOUR MINDS WITH MINE...

...TO BRING THE SAVIOR OUT OF HIS SLEEP. FOR QUASAR IS CORRECT--WE CANNOT WAIT UNTIL HE WAKES ON HIS OWN.

FORCING HIM OUT-- ISN'T THAT RISKY?

OF COURSE. BUT THE PHALANX ALREADY DISTURBED HIS SLEEP; LIKE A PREMATURE BIRTH, HIS AWAKENING IS NOW INEVITABLE.

WE MUST GUIDE HIM...CALM HIM...TRY TO SAVE HIM FROM SHEER MADNESS BROUGHT ON BY WHAT HE'S ENDURED.

QUICKLY, FOR MOMENTOUS EVENTS UNFOLD, AND I AM UNABLE TO TARRY HERE. JOIN YOUR POWER WITH MINE... TOUCH THE MIND OF THE SAVIOR. RELEASE HIM...RELEASE...



...ADAM
WARLOCK!



MIKE
LILLY
2007

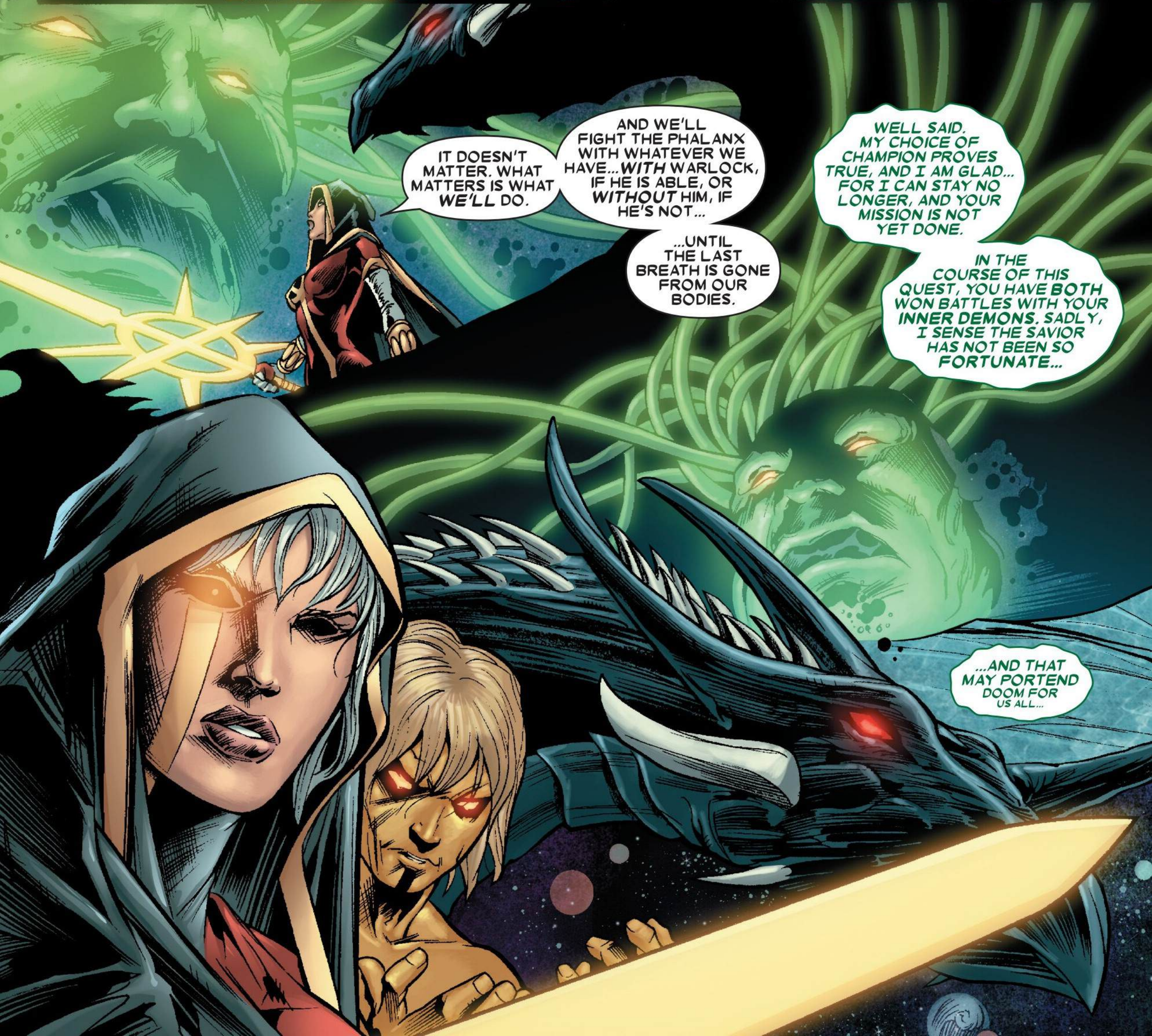


HE LOOKS...
UNWELL. I SENSE
CONFUSION...
PAIN...

HOW WILL
WARLOCK
SAVE US,
SUPREMOR,
WHEN HE CAN
BARELY
STAND?

A VALID
QUESTION, QUASAR.
IT IS UNDERSTANDABLE
THAT YOU DOUBT
WARLOCK...THAT YOU
DOUBT ME.

ASK YOURSELF
THIS: WHAT DO
YOU SUPPOSE YOUR
FATHER WOULD
HAVE DONE IN THIS
SITUATION?



IT DOESN'T
MATTER. WHAT
MATTERS IS WHAT
WE'LL DO.

AND WE'LL
FIGHT THE PHALANX
WITH WHATEVER WE
HAVE...WITH WARLOCK,
IF HE IS ABLE, OR
WITHOUT HIM, IF
HE'S NOT...

...UNTIL
THE LAST
BREATH IS GONE
FROM OUR
BODIES.

WELL SAID.
MY CHOICE OF
CHAMPION PROVES
TRUE, AND I AM GLAD...
FOR I CAN STAY NO
LONGER, AND YOUR
MISSION IS NOT
YET DONE.

IN THE
COURSE OF THIS
QUEST, YOU HAVE BOTH
WON BATTLES WITH YOUR
INNER DEMONS. SADLY,
I SENSE THE SAVIOR
HAS NOT BEEN SO
FORTUNATE...

...AND THAT
MAY PORTEND
DOOM FOR
US ALL...

ANNIHILATION: CONQUEST — WRAITH #1



**PHALANX HEAVY CRUISER DHO-9
KREE OUTER RIM TERRITORIES**

UNIDENTIFIED OBJECT IN
FORWARD SCANNER--
VELOCITY: HIGH--SIZE: SMALL--
LIFE FORM READINGS: NULL.

FIRE TRACTOR BEAM--
REMAND OBJECT TO
QUARANTINE BAY
#1028 FOR STUDY.

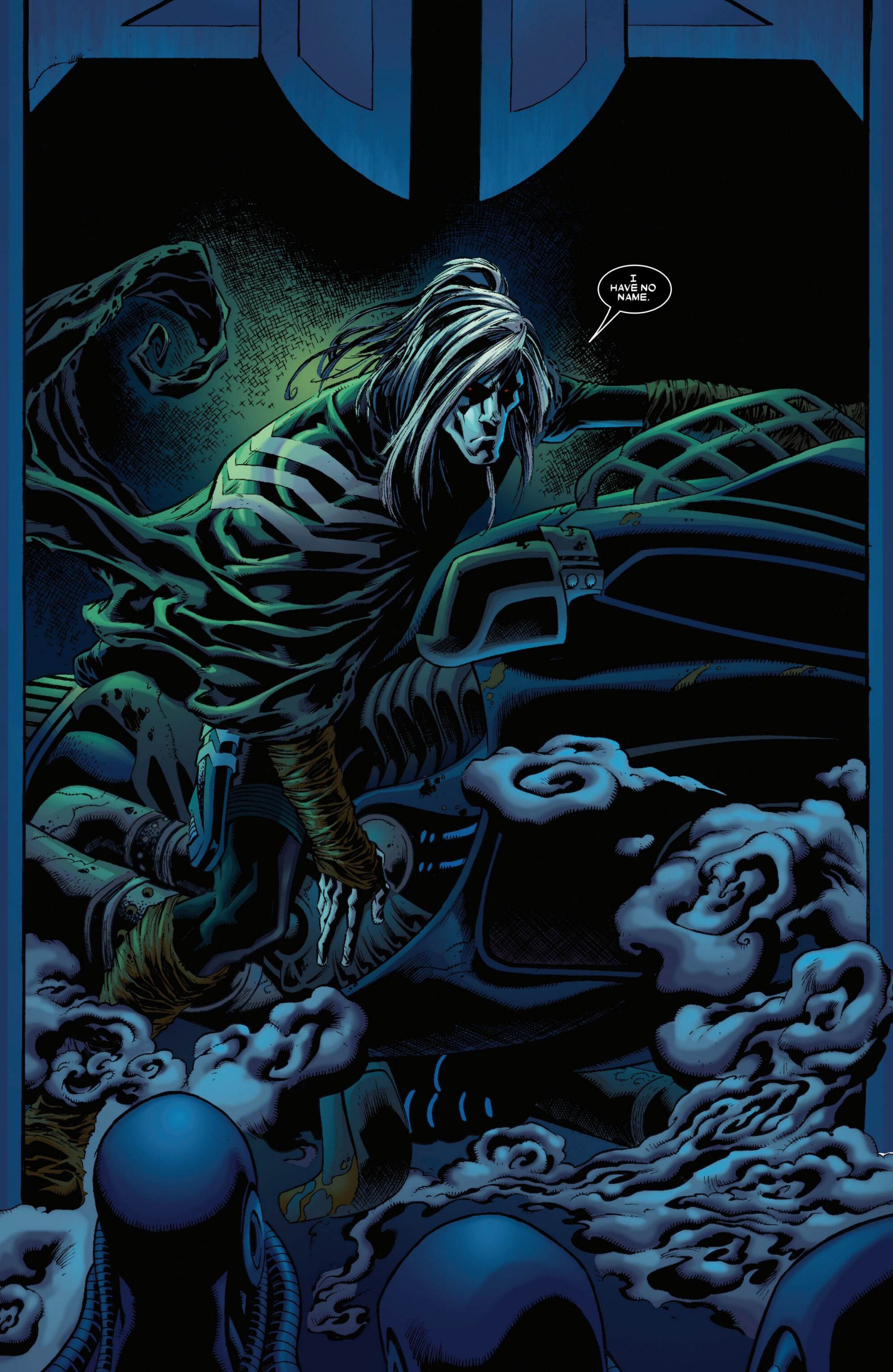
DISPATCH AN INTERCEPT
SQUADRON TO QUARANTINE
BAY #1028. THE OBJECT
MUST BE CLASSIFIED AND
ASSIMILATED.

OPEN THE
QUARANTINE
BAY DOOR.

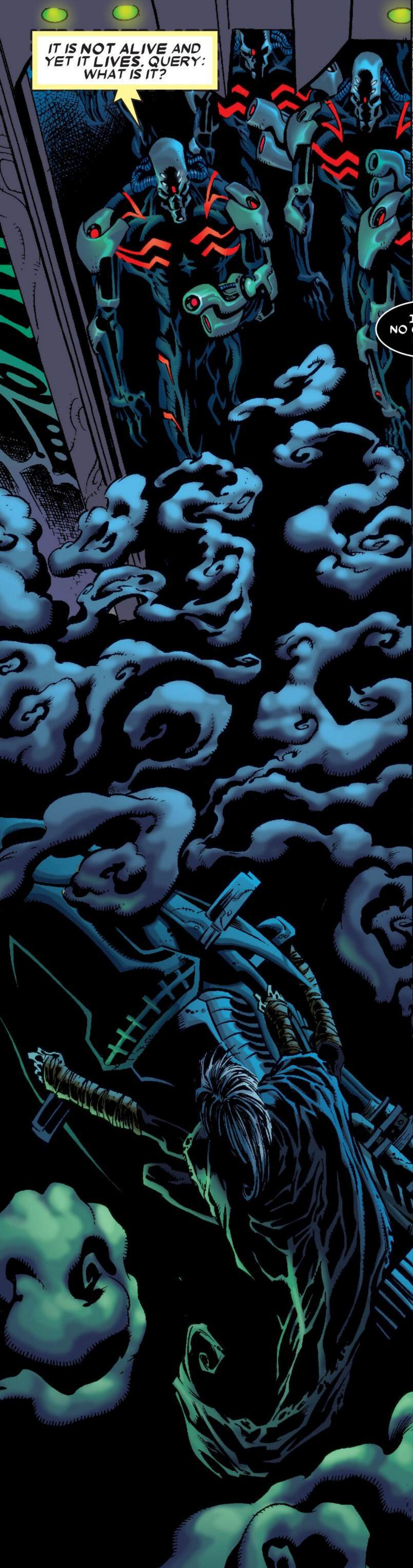
INTERNAL SCANS
SHOW IT TO POSSESS THE
DNA OF A KREE MALE.

YET IT DOES
NOT SCAN AS
A LIFE FORM.

IDENTIFY
YOURSELF.



I
HAVE NO
NAME.



IT IS NOT ALIVE AND
YET IT LIVES. QUERY:
WHAT IS IT?

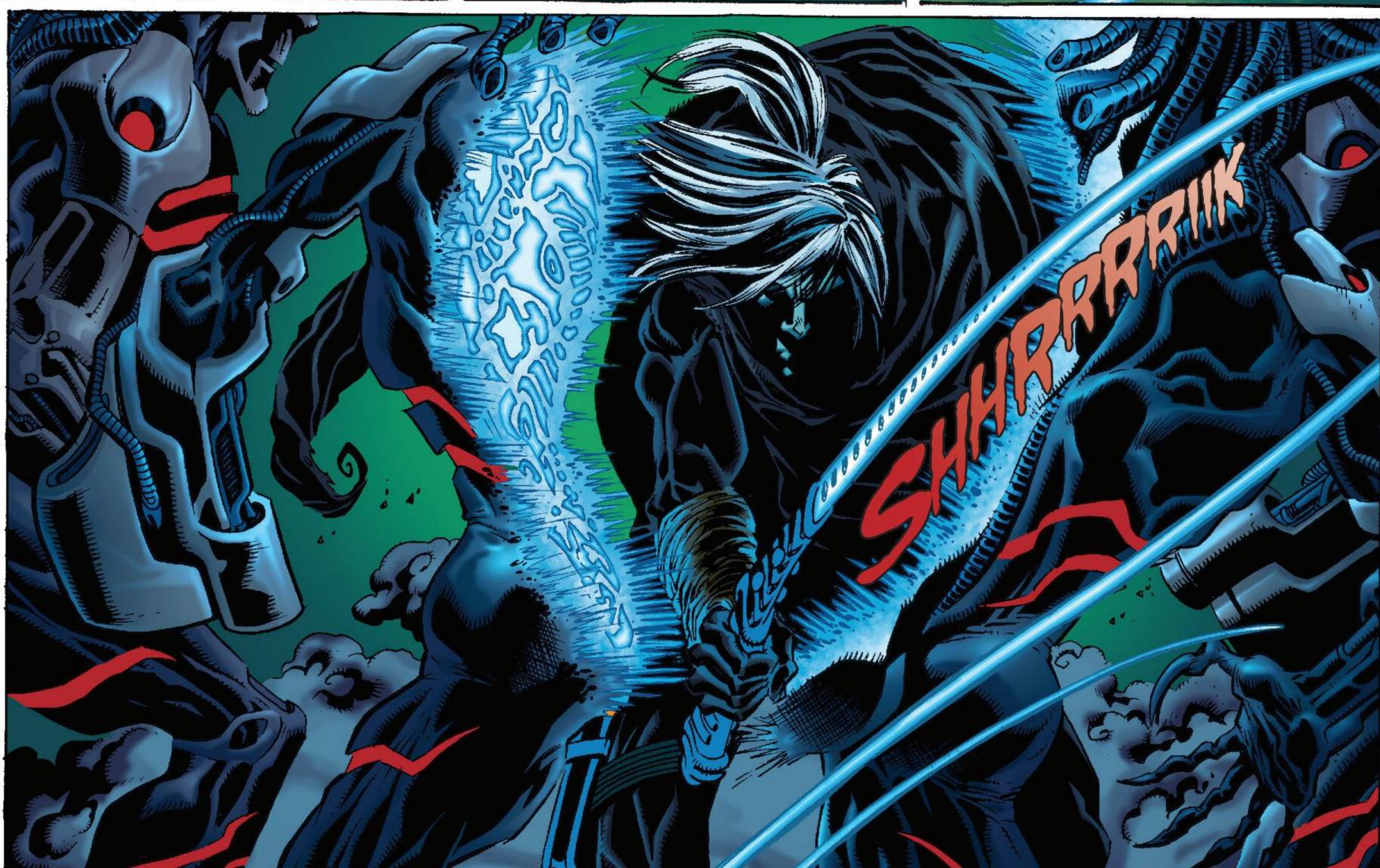
I HAVE
NO QUARREL
HERE.

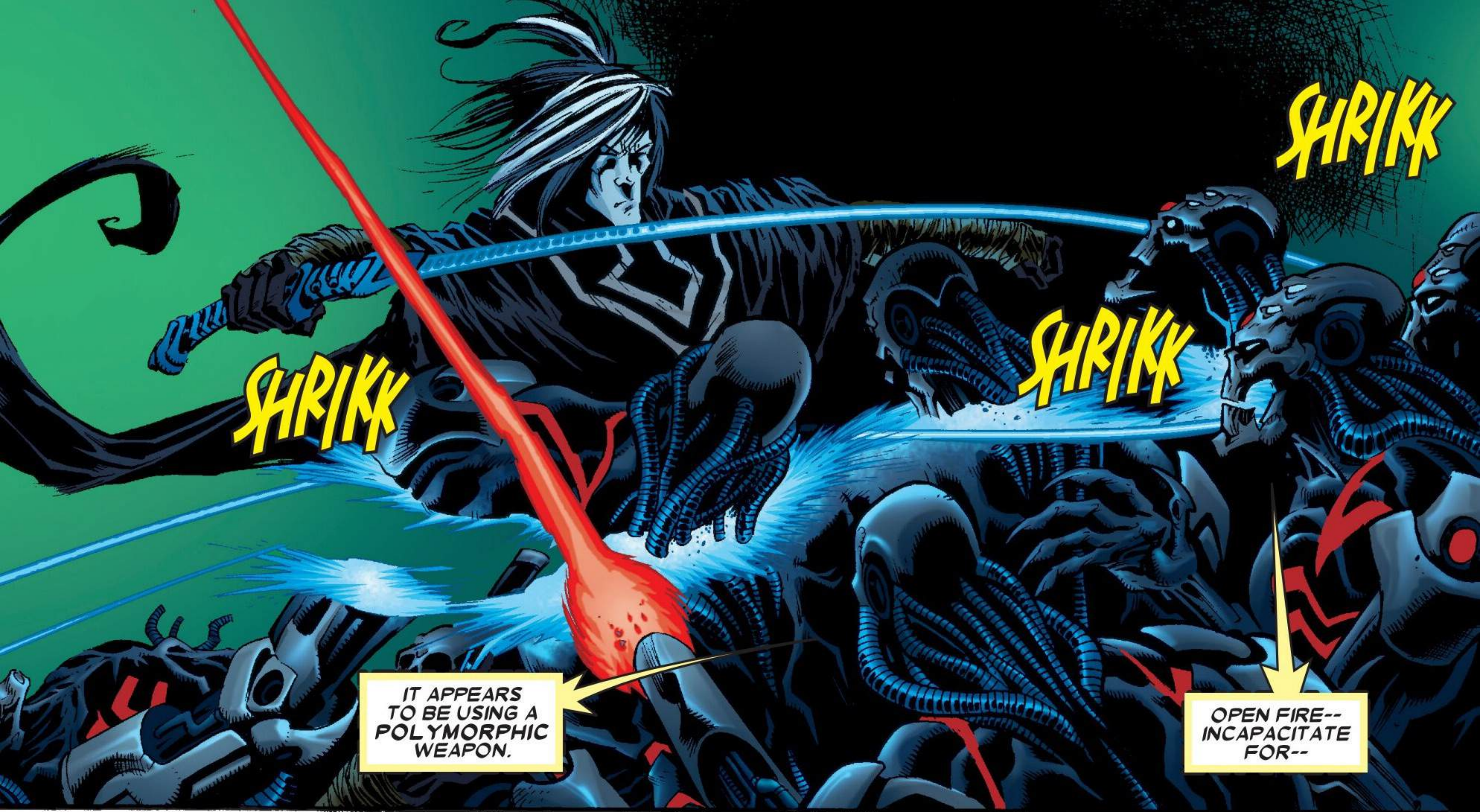
ITS UNIQUE
CHARACTERISTICS
MAY POSE A THREAT
TO THE PHALANX.

I HAVE MY
OWN BUSINESS
IN THIS GALAXY.
I MEAN YOU NO
HARM.

IT MUST BE
STUDIED.

COME. NO
FURTHER.







WARNING! WEAPON OF UNKNOWN ORIGIN DEPLOYED IN QUARANTINE BAY!

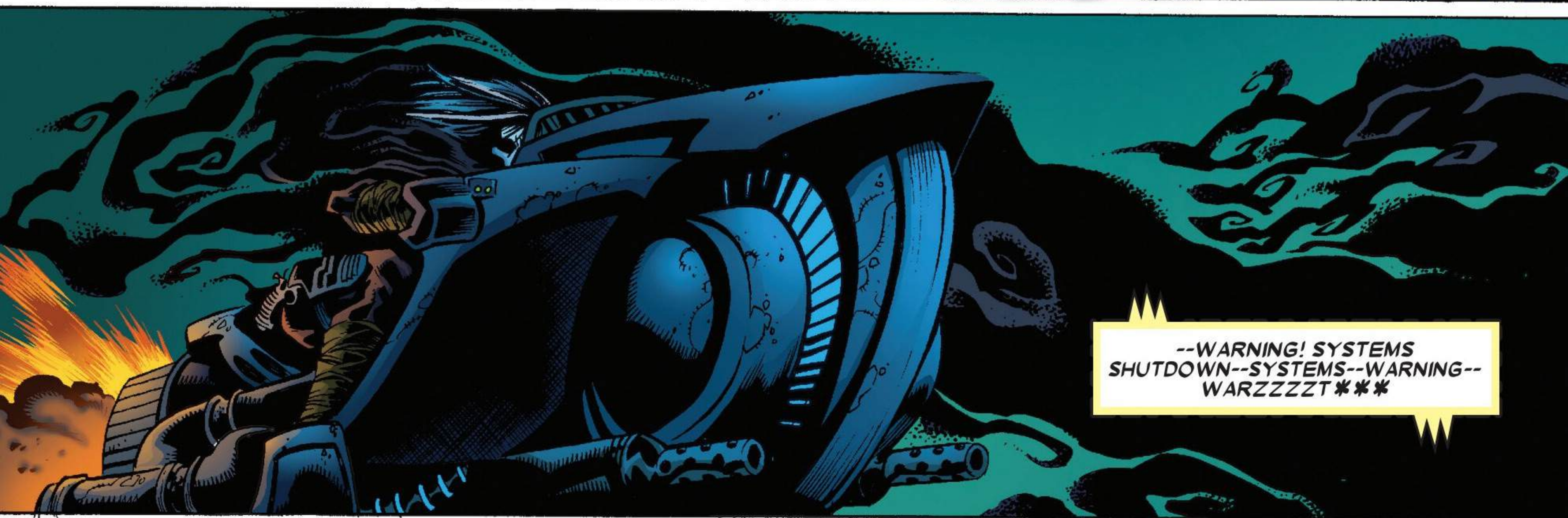
SHRIMP



WARNING--SYSTEMS SHUTDOWN
IMMINENT--WARNING--WARNING--
WEAPON OF UNKNOWN--



--WARNING! SYSTEMS
SHUTDOWN--SYSTEMS--WARNING--
WARZZZT***

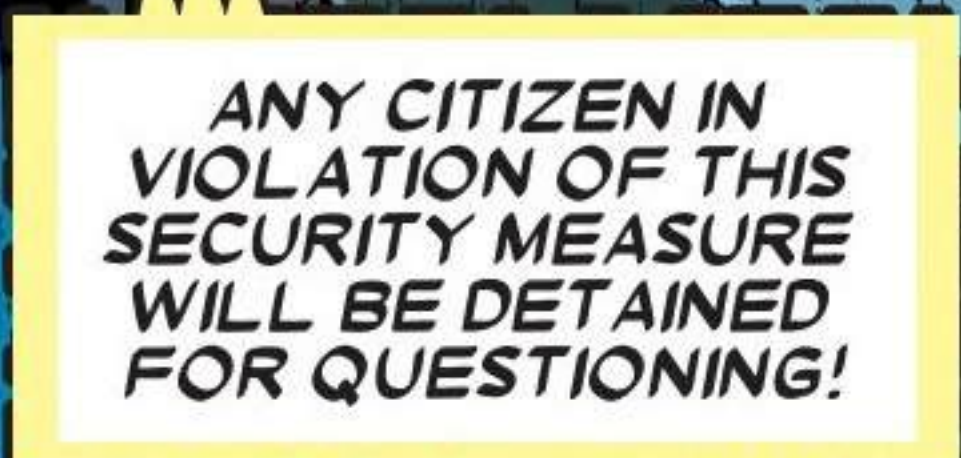


SET COURSE
FOR...ANYWHERE...
ANYWHERE I CAN
FIND THE KREE.

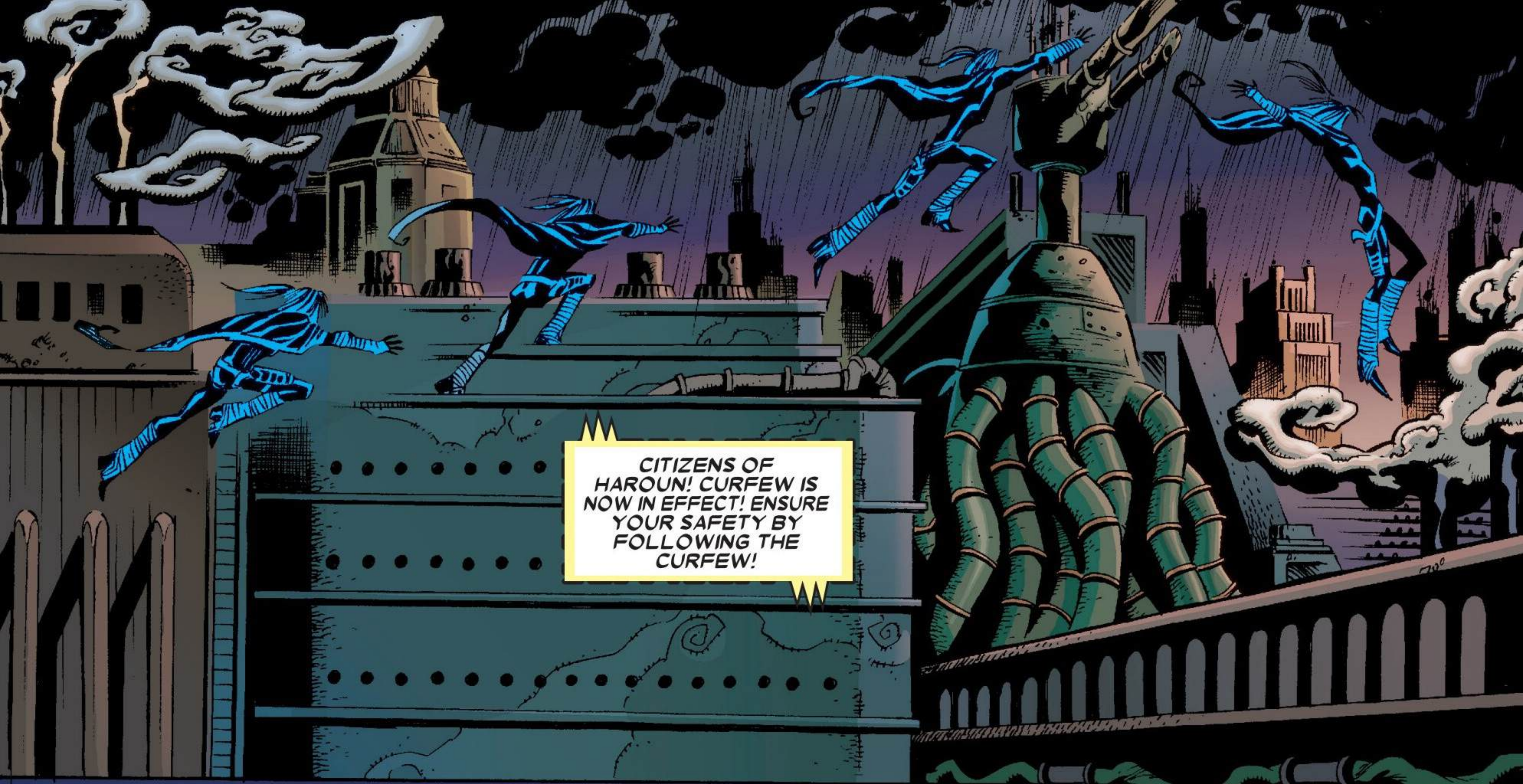


REQUEST ACKNOWLEDGED--
SEARCHING ASTROGATION CHARTS
FOR NEAREST INHABITED WORLD.





FOUR DAYS LATER



CITIZENS OF
HAROUN! CURFEW IS
NOW IN EFFECT! ENSURE
YOUR SAFETY BY
FOLLOWING THE
CURFEW!



ALL KREE CITIZENS
NOT OBEYING CURFEW
WILL BE DETAINED FOR
QUESTIONING.



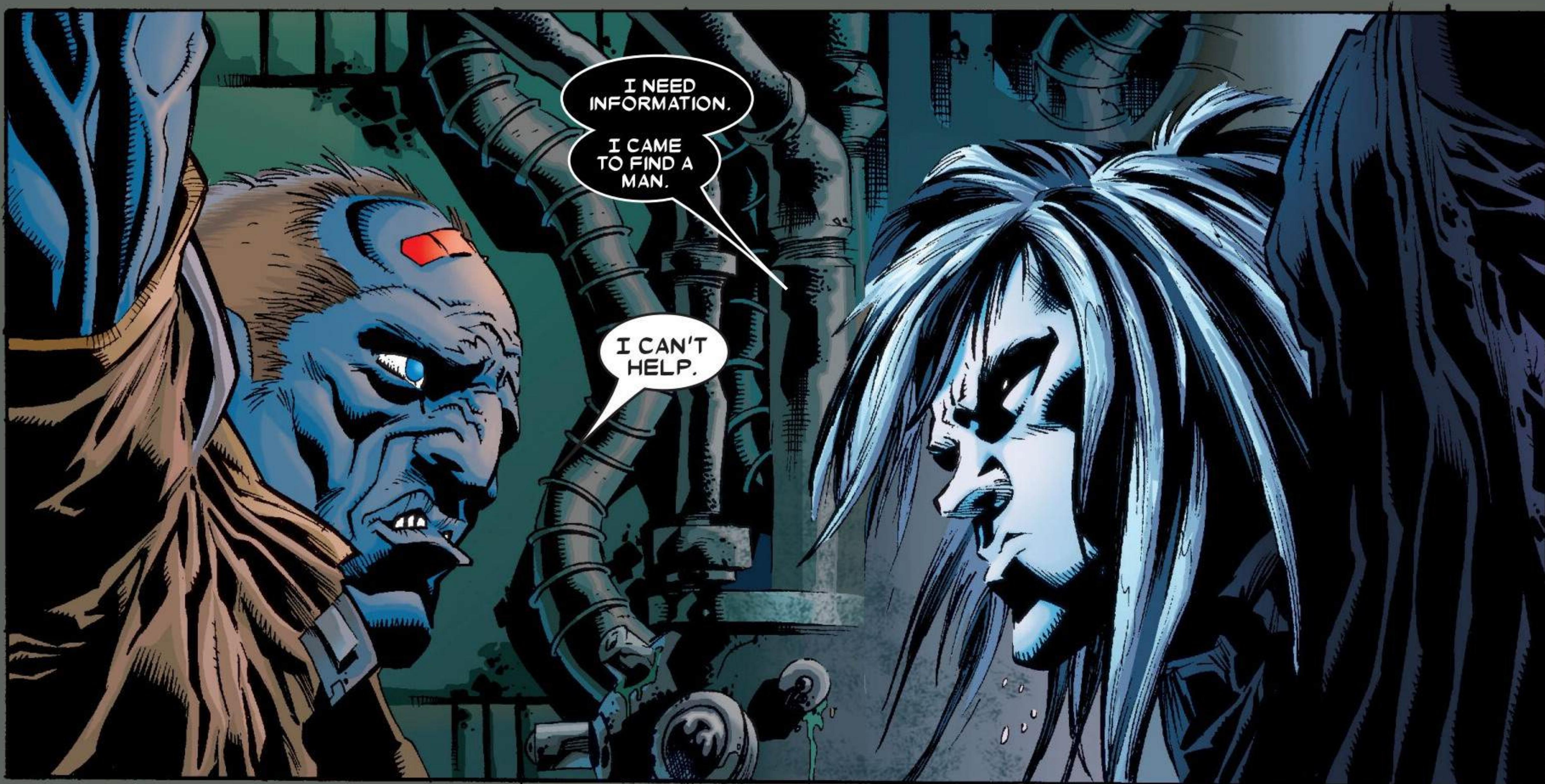
MAGNIFY
VIEW OF
NORTHWEST
QUADRANT.



?

?





I NEED INFORMATION.

I CAME TO FIND A MAN.

I CAN'T HELP.



TIME TO FALL.



NO! PLEASE! WAIT! IT'S JUST-- WITH THE OCCUPATION...

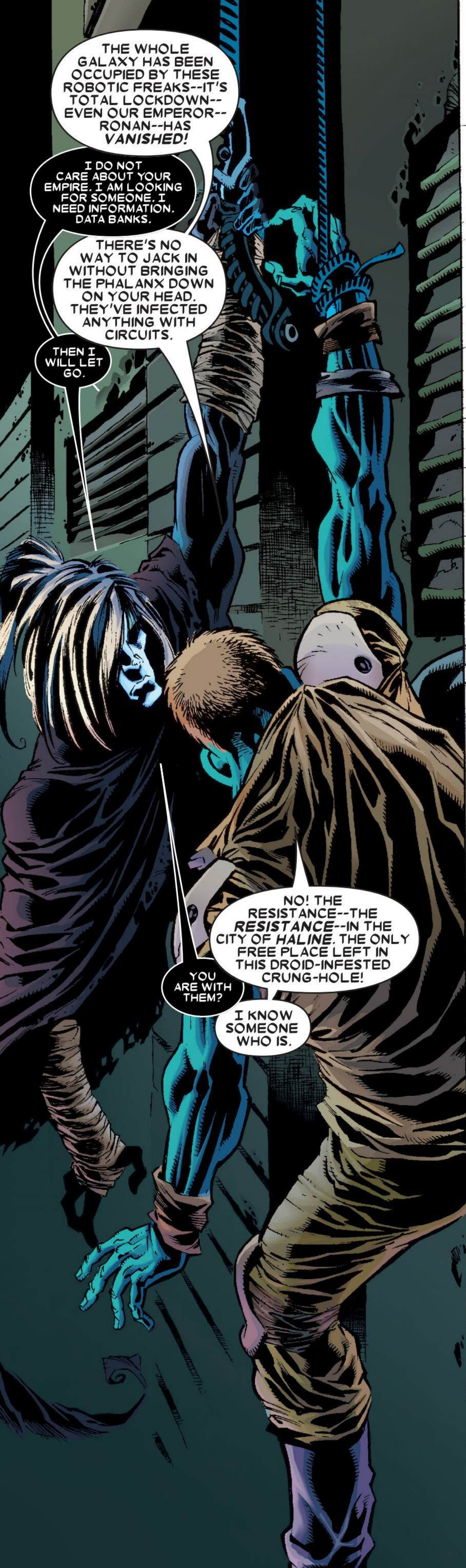
OCCUPATION? THIS IS THE KREE EMPIRE--IS IT NOT?



WHAT ROCK HAVE YOU BEEN UNDER?



I ASK THE QUESTIONS.



THE WHOLE GALAXY HAS BEEN OCCUPIED BY THESE ROBOTIC FREAKS--IT'S TOTAL LOCKDOWN--EVEN OUR EMPEROR--RONAN--HAS VANISHED!

I DO NOT CARE ABOUT YOUR EMPIRE. I AM LOOKING FOR SOMEONE. I NEED INFORMATION. DATA BANKS.

THERE'S NO WAY TO JACK IN WITHOUT BRINGING THE PHALANX DOWN ON YOUR HEAD. THEY'VE INFECTED ANYTHING WITH CIRCUITS.

THEN I WILL LET GO.

NO! THE RESISTANCE--THE **RESISTANCE**--IN THE CITY OF HALINE. THE ONLY FREE PLACE LEFT IN THIS DROID-INFESTED CRUNG-HOLE!

YOU ARE WITH THEM?

I KNOW SOMEONE WHO IS.



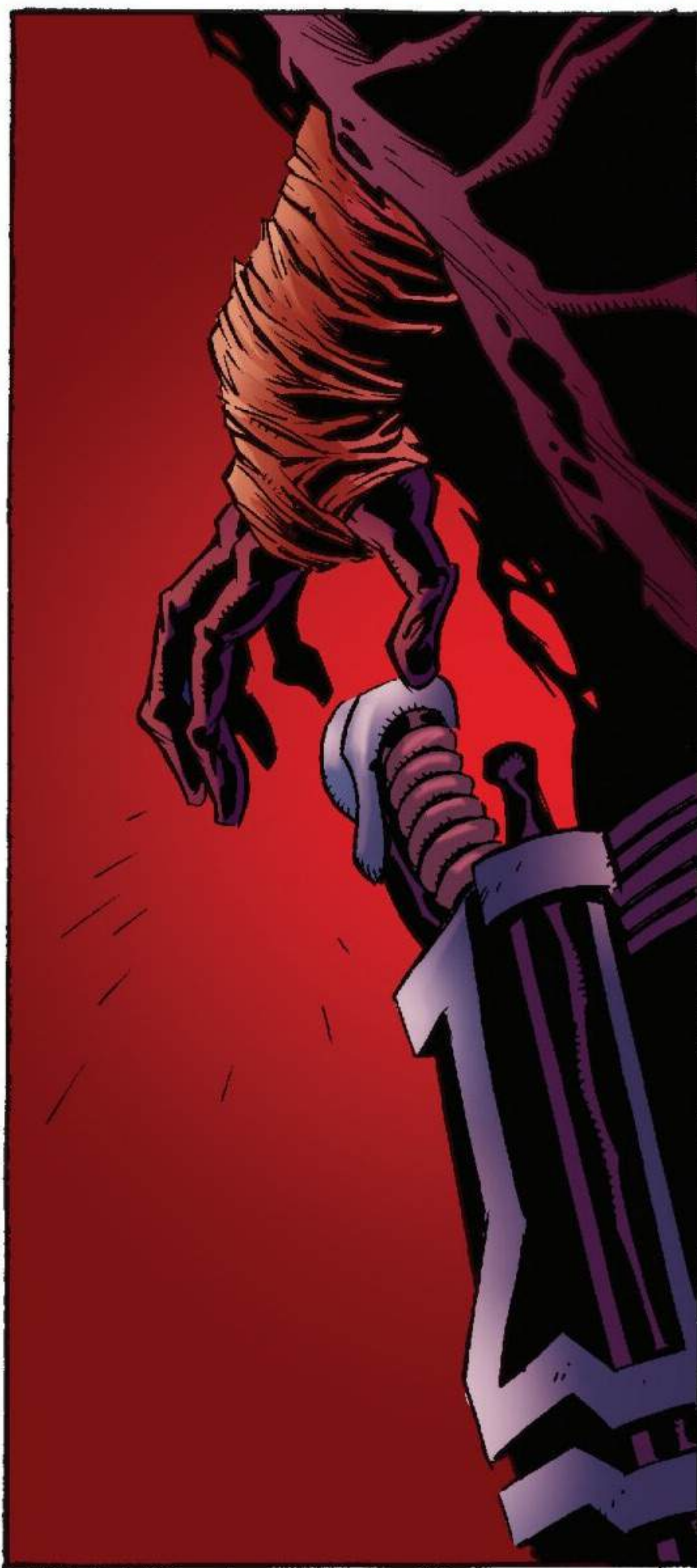
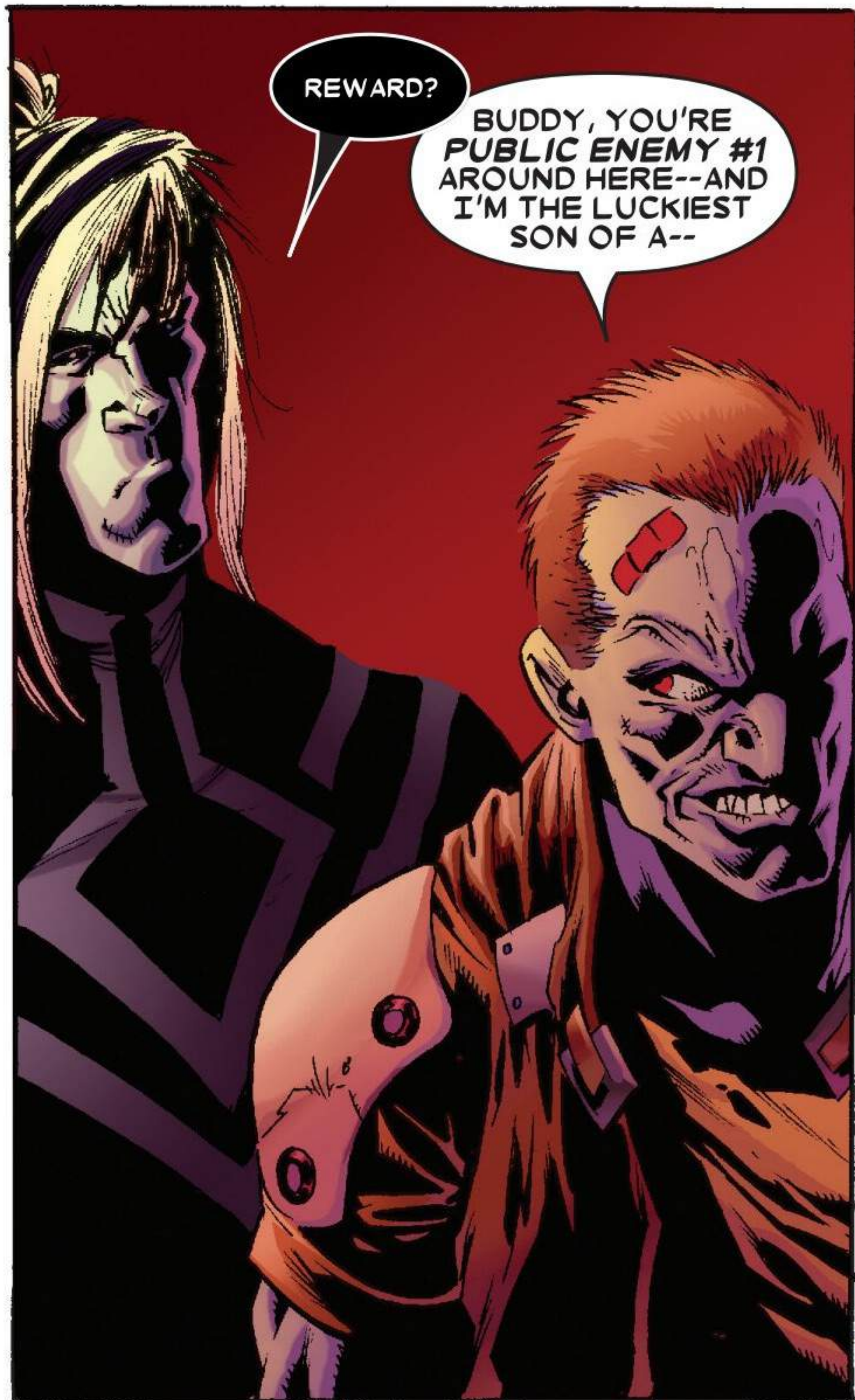
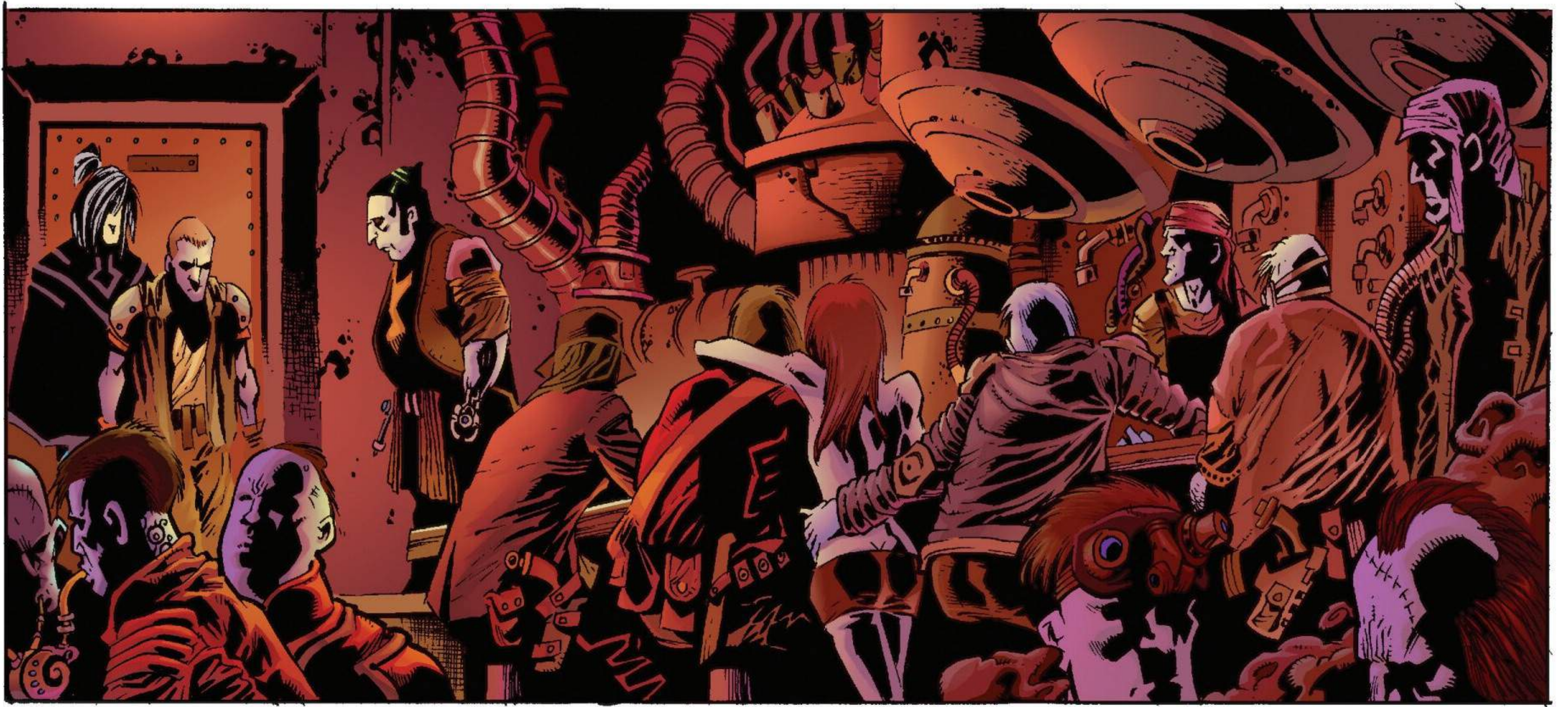
NEARLY BROKE MY DAS'T WRIST.



WE'RE HERE FOR RA-VENN.



KREEEK





SINCE I HAVE NO QUARREL WITH ANYONE HERE, I'VE ONLY DISARMED YOU...



...EXCEPT THIS ONE. HE HURTS WOMEN.

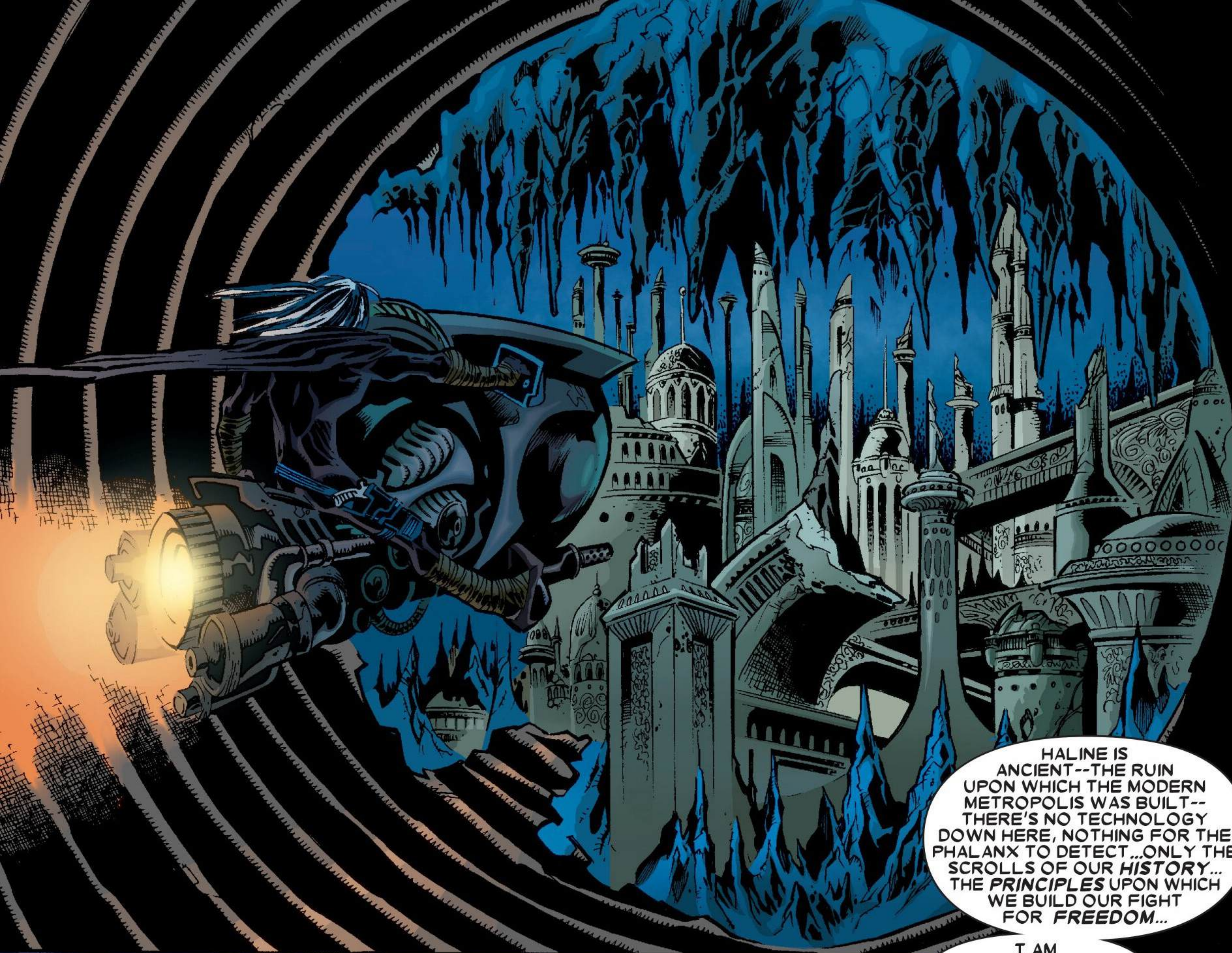


GIVE HIM INSTRUCTION AND A PASSCODE. LET HIM COME TO HALINE...

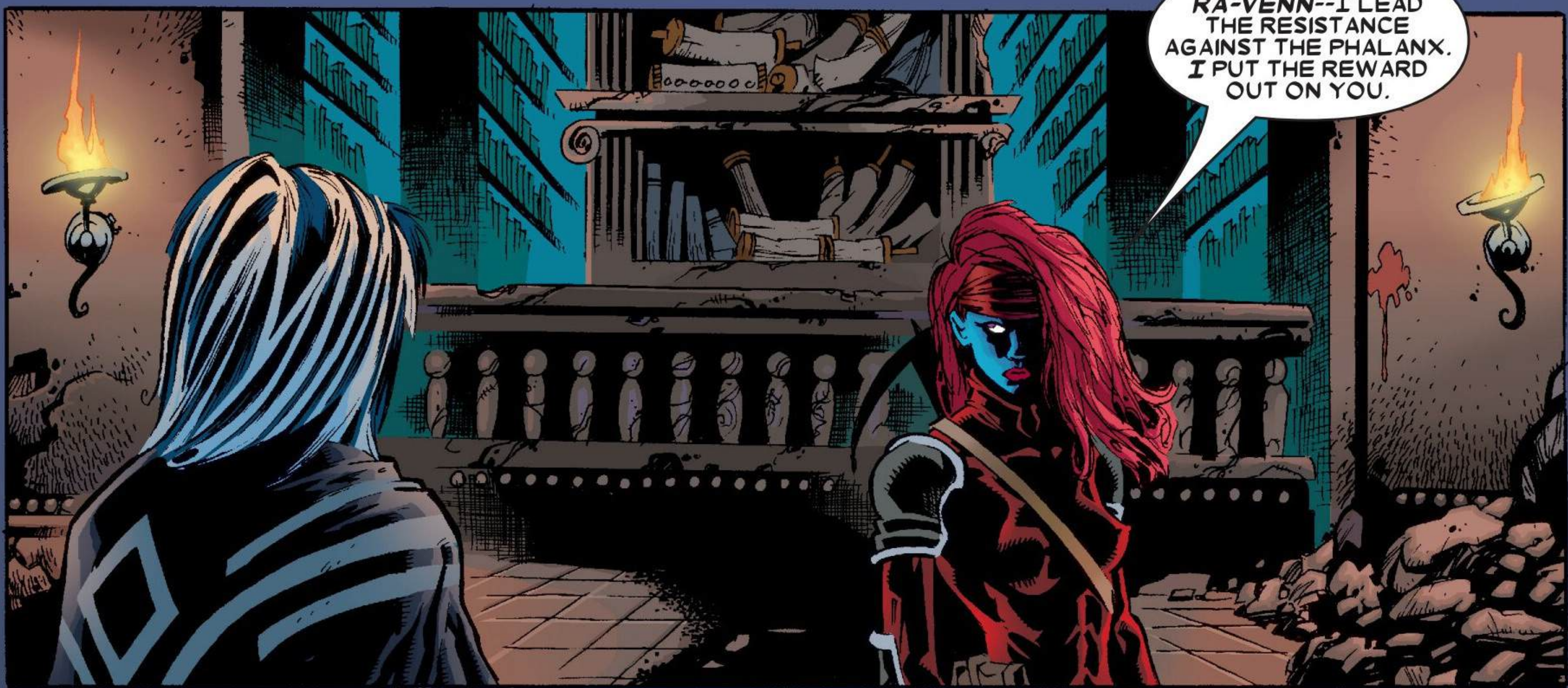


...I WANT TO SEE HIM FACE-TO-FACE.





HALINE IS
ANCIENT--THE RUIN
UPON WHICH THE MODERN
METROPOLIS WAS BUILT--
THERE'S NO TECHNOLOGY
DOWN HERE, NOTHING FOR THE
PHALANX TO DETECT...ONLY THE
SCROLLS OF OUR *HISTORY*...
THE *PRINCIPLES* UPON WHICH
WE BUILD OUR FIGHT
FOR *FREEDOM*...



I AM
RA-VEEN--I LEAD
THE RESISTANCE
AGAINST THE PHALANX.
I PUT THE REWARD
OUT ON YOU.



WHY?
I AM NO
ONE.

YOU ARE
EVERYTHING.



YOU ARE A
WEAPON.



HOW?

YOU TELL US. THE PHALANX CAN **SNIFF OUT AND INFILTRATE** ALL ELECTRONIC TECHNOLOGY. THAT'S WHY WE CARRY SWORDS AND CROSSBOWS, WHY WE FLY SOLAR SAILERS...

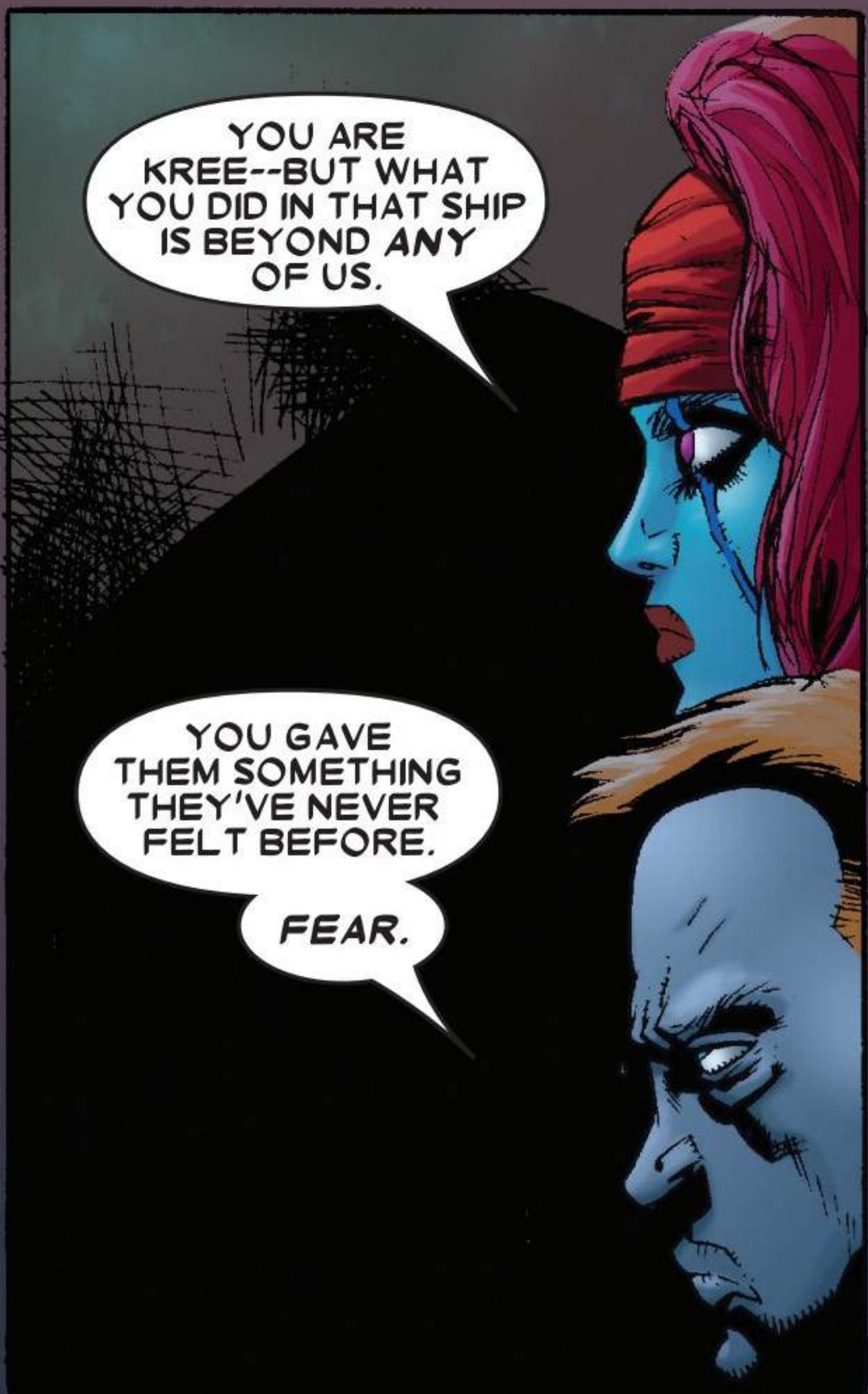
SEVERAL DAYS AGO, DURING ONE OF OUR EXPEDITIONARY ACTIONS, WE FOUND A DERELICT PHALANX SHIP-- EVERY DROID INSIDE WAS PARALYZED.



WE LOOKED INTO THEIR SECURITY CAMERA FEEDS AND FOUND **THIS.**



YOU WERE THE **LAST THING THEY SAW--WHATEVER YOU DID IN THAT SHIP--WHATEVER YOU DID TO ESCAPE...**



YOU ARE KREE--BUT WHAT YOU DID IN THAT SHIP IS BEYOND ANY OF US.

YOU GAVE THEM SOMETHING THEY'VE NEVER FELT BEFORE.

FEAR.



THEY WEREN'T ABLE TO PROCESS SO EXTREME AN EMOTIONAL STATE--AND THE ENTIRE STARSHIP'S WORTH OF MECHANICAL MONSTERS SHUT DOWN.

WE NEED TO KNOW HOW YOU DID IT-- WE NEED YOUR TECHNOLOGY.

I HAVE NO TECHNOLOGY TO GIVE YOU.
THEN FIGHT BY OUR SIDE--
NO.



I DON'T UNDERSTAND. OBVIOUSLY, YOU ARE A WARRIOR--AND YOU HAVE AN ADVANTAGE IN THIS FIGHT...

...WE ARE UNDER SIEGE-- OUR WAY OF LIFE--



IS NOT MY CONCERN.



BUT YOU'RE KREE. YOUR PEOPLE ARE--

YOU ARE NOT MY PEOPLE.

WHAT ARE YOU? A MERCENARY? A COWARD?

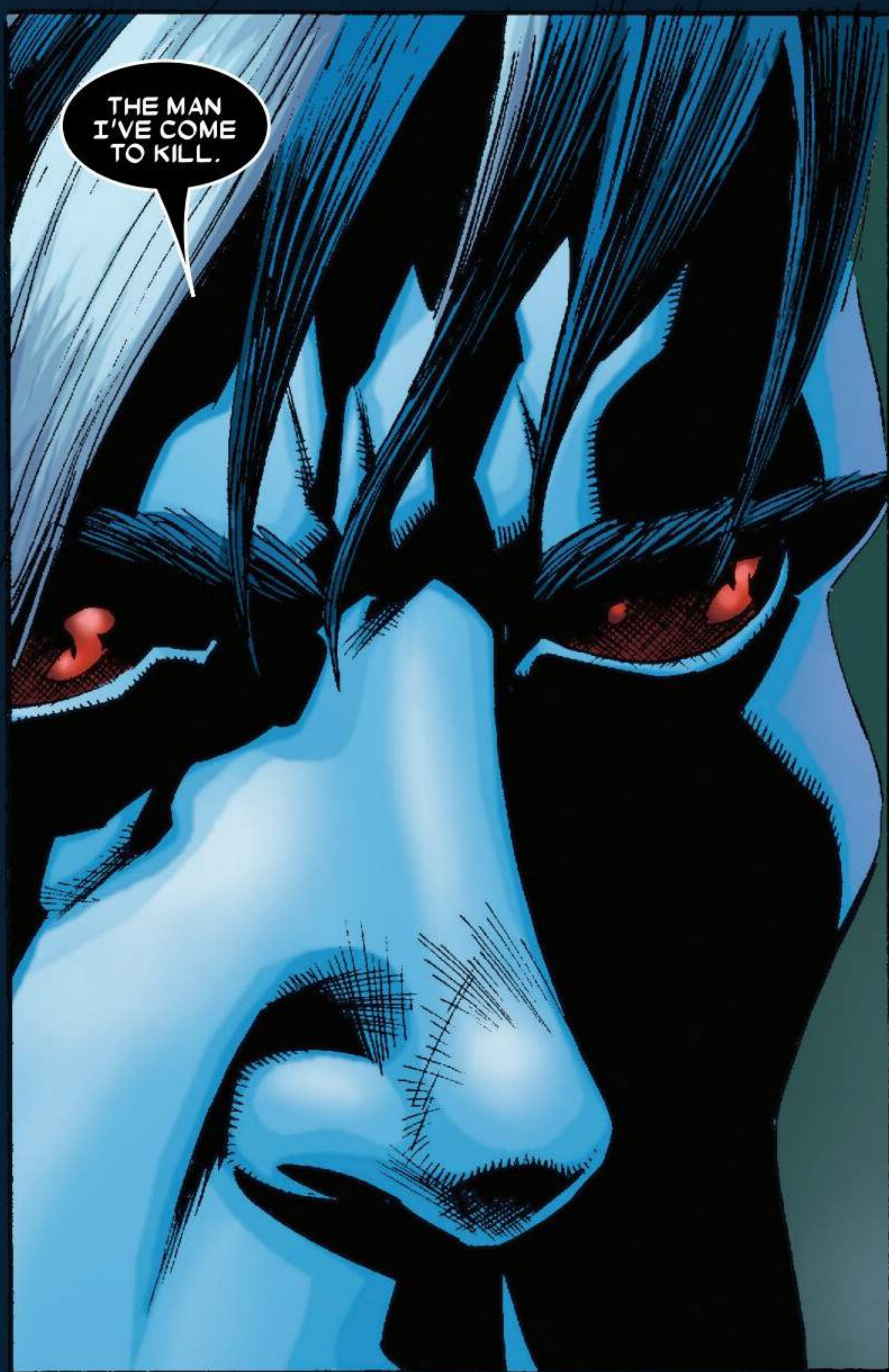


WHAT DO YOU WANT?



HE WEARS A
SIGNET RING OF A
SKULL ENGULFED
IN FLAMES.

WHO?



THE MAN
I'VE COME
TO KILL.



AND IF I
CAN TELL YOU
WHERE TO FIND
THIS MAN?



WAAAAAH WAAAAAH WAAAAAH WAAAAAH WAAAAAH WA



THE
WARNING!
THEY'RE HERE!
THEY FOUND
US!



VRRRRRRRRMMMMMM



GROUND FORCE
COMPROMISED BY WEAPON
OF UNKNOWN ORIGIN--
MASSIVE INSURGENT
ESCAPES REPORTED--

DEPLOY SEEKERS
TO CAPTURE THE
THREAT--NEUTRALIZE--
NEUTRALIZE!

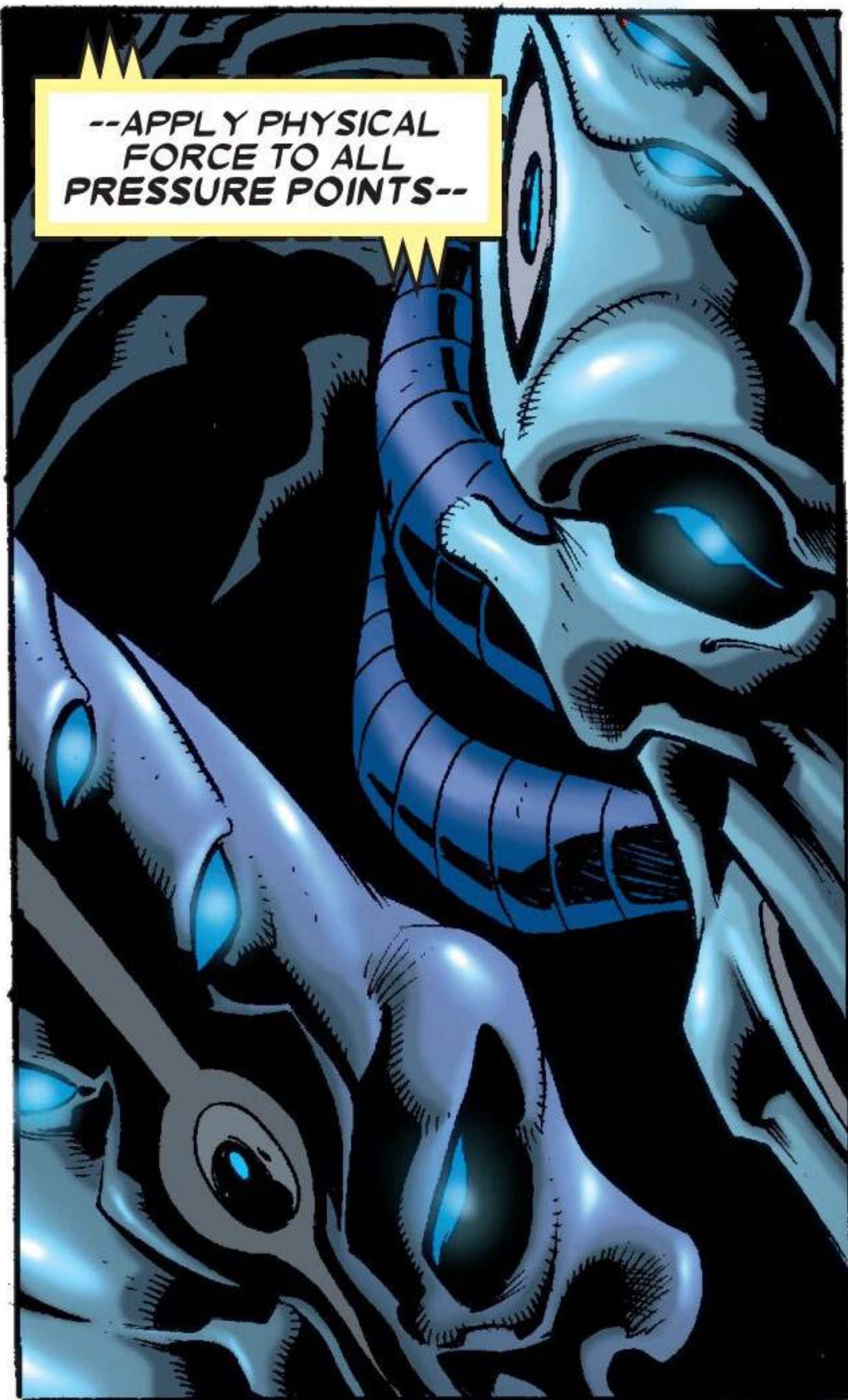
KTHOON

DEPLOY ALL
TECHNOLOGY NECESSARY
TO SUBDUE THE THREAT--



--DEPLOY
TRANQUILIZER
NEEDLES AND
SERUM--

--APPLY PHYSICAL
FORCE TO ALL
PRESSURE POINTS--

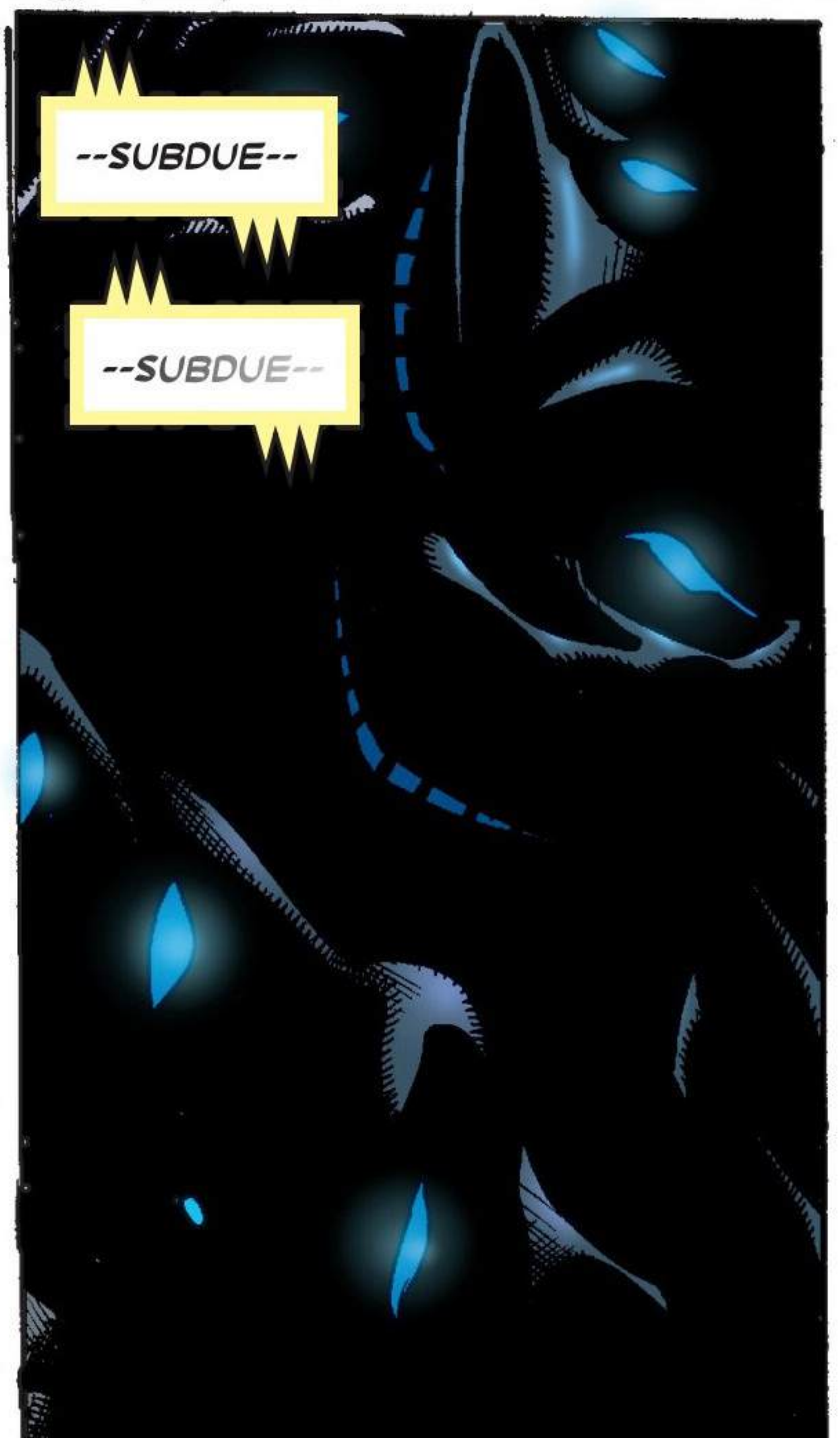


--SACRIFICE
ALL UNITS
NECESSARY
TO SUBDUE
THE THREAT--



--SUBDUE--

--SUBDUE--





YOU HAVE
BEEN REMANDED
TO THE SELECTION
FACILITY IN
THE STRAITS OF
MIRADOR.

BECAUSE YOU
DO SOMETHING TO
THE PHALANX THAT THEY
DON'T YET UNDERSTAND,
THEY HAVE CHOSEN
ME TO BE YOUR
INTERROGATOR.

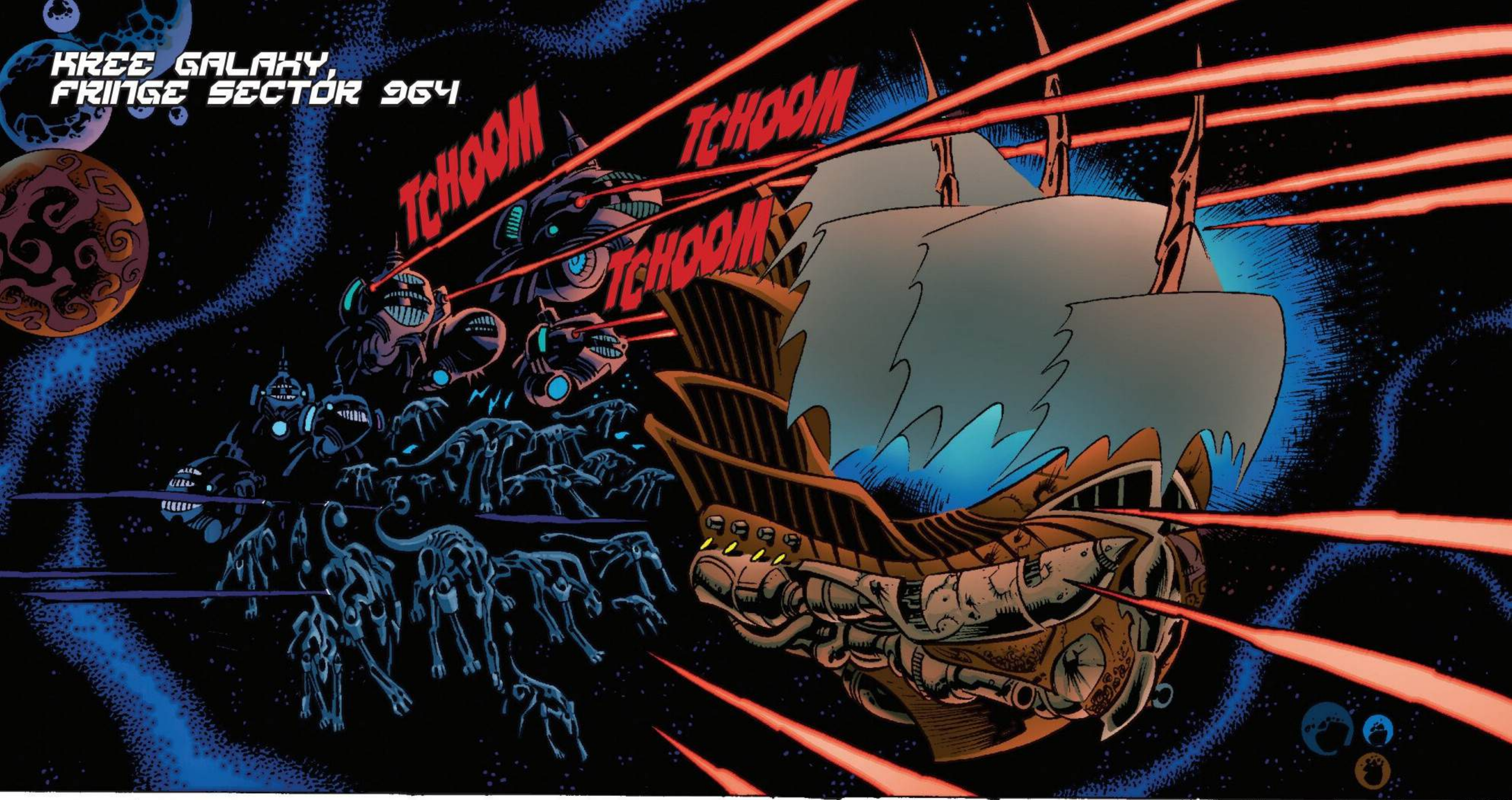


MY
NAME IS RONAN...
I AM A SERVANT OF
THE PHALANX...

...AND SOON,
ALL OF YOUR
SECRETS WILL
BE MINE.



KREE GALAXY,
FRINGE SECTOR 964



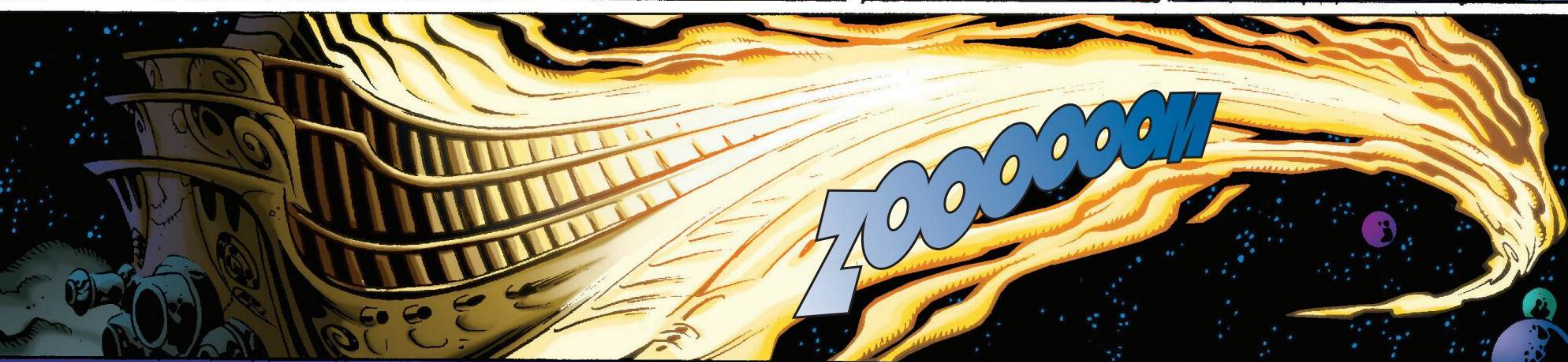


WE'VE
REACHED THE
QUANTUM
STREAM!

TACK INTO
THE CURRENT--
GET US OUT OF
HERE!



SMASH!



ZOOOOOON!



GREAT SHOT,
RA-VEEN! WE
DID IT!

WE
DID?



THE PHALANX
DESTROYED OUR ENTIRE
INFRASTRUCTURE...

...AND
TOOK FROM US THE
ONE MAN WHO CAN
DEFEAT THEM.

THE STRAITS OF MIRADOR

SELECTION FACILITY
ALPHA. CHIEF PHALANX
SUBJUGATOR REPORTING.

BEGIN
YOUR REPORT.

WE HAVE COLLECTED
SEVERAL PROMINENT
INDIVIDUALS KEY TO
THE KREE EMPIRE...

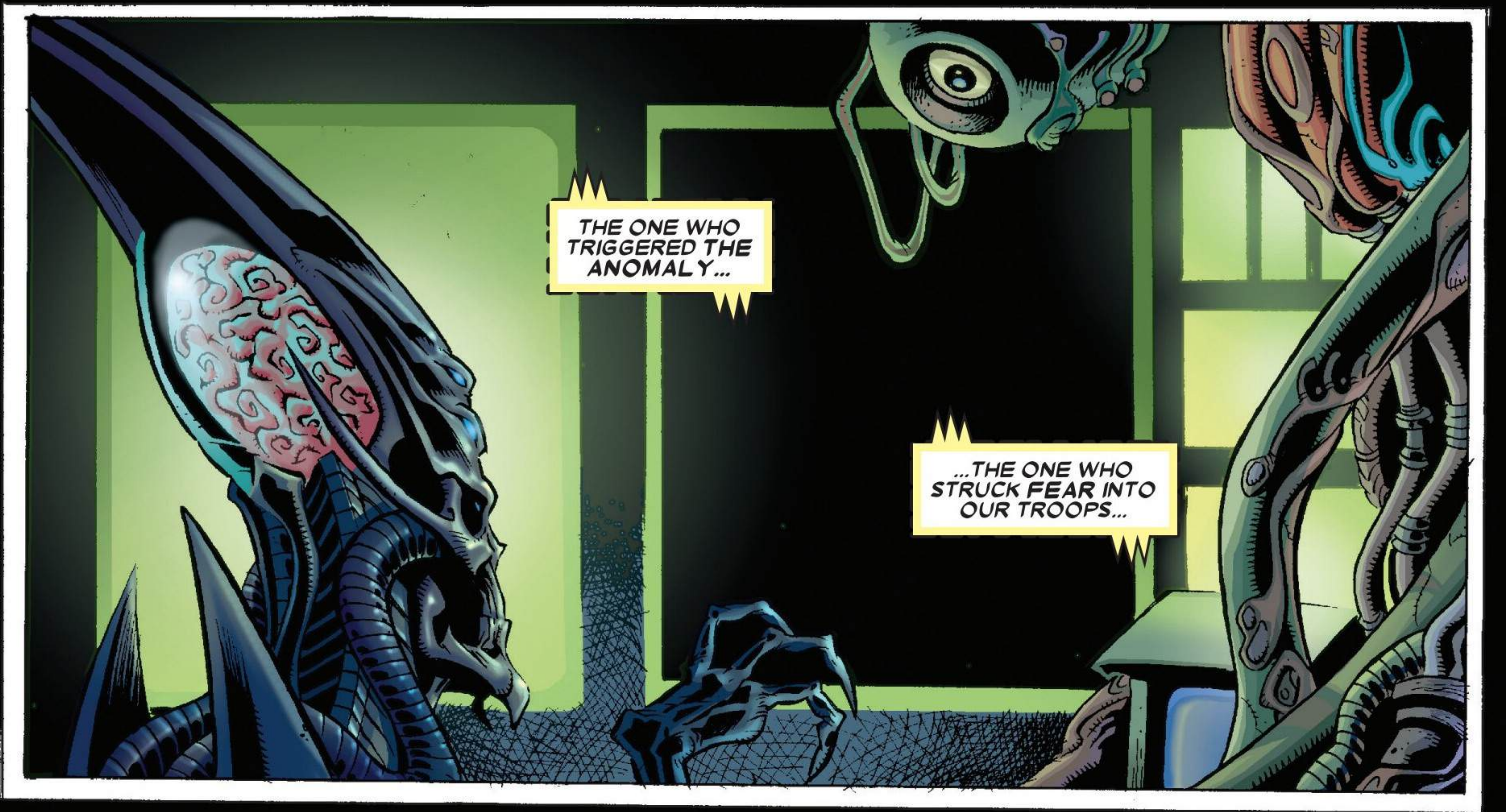
...ONCE ASSIMILATED,
THESE SELECT WILL
CONVINCE CIVILIANS OF
THE RIGHTEOUSNESS
OF OUR MISSION AND
CRUSH ANY INSURGENCY.

SUBJECT NX74: THE
ANDROID PRAXAGORA--
ASSIMILATION IN PROGRESS.

SUBJECT NX75: KL'RT,
KNOWN AS THE SUPER-
SKRULL--ASSIMILATION
IN PROGRESS.

...SUBJECT NX20: FORMER KREE
EMPEROR. RONAN THE
ACCUSER-- HE IS CLOSEST TO
THE FINAL SELECTION. SOON, HE
WILL BE OUR UNQUESTIONING
SERVANT.

WHAT OF THE
NEWLY ACQUIRED
SUBJECT?

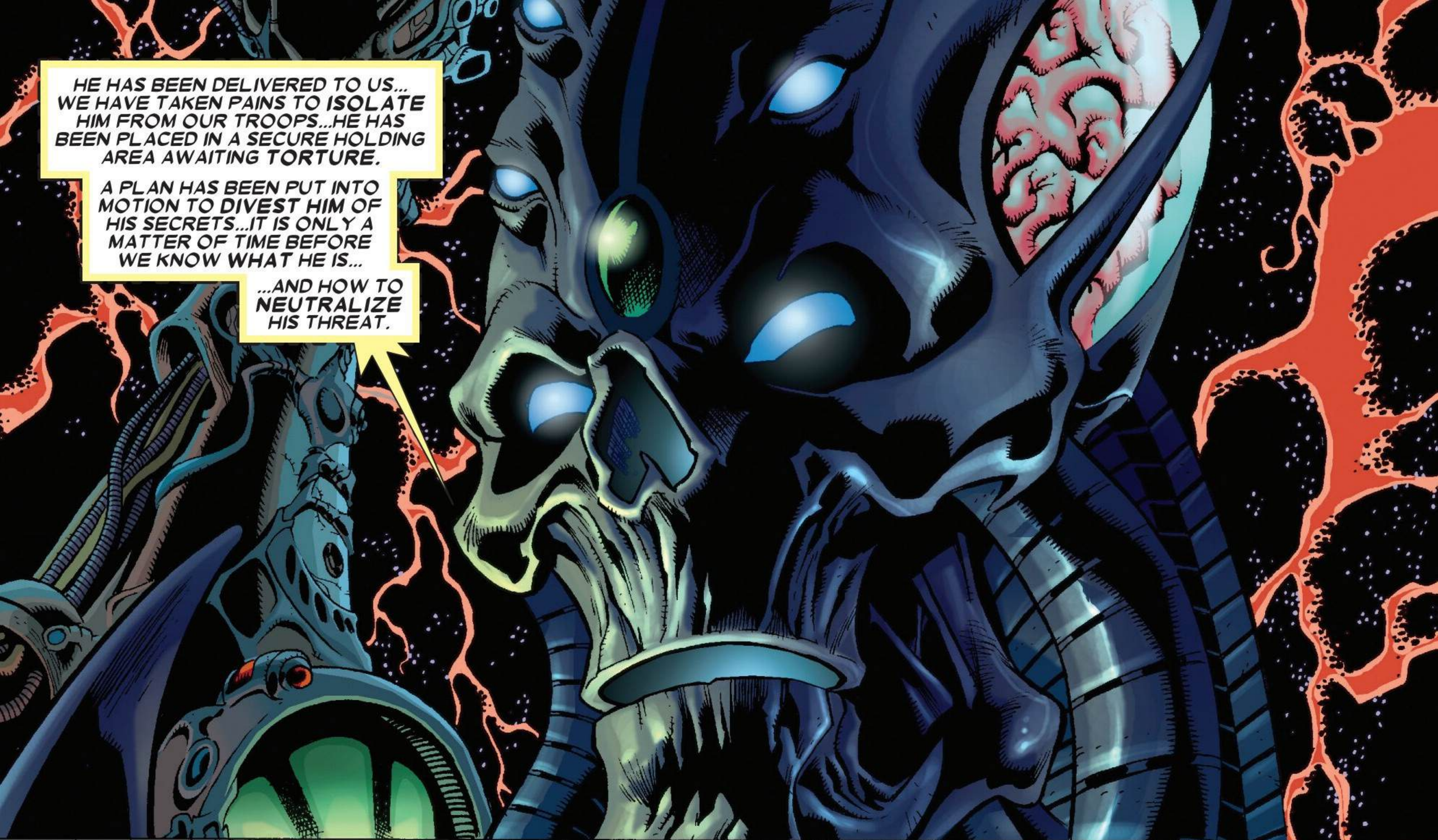


THE ONE WHO
TRIGGERED THE
ANOMALY...

...THE ONE WHO
STRUCK FEAR INTO
OUR TROOPS...



...WHAT OF
THE KREE WITH
NO NAME?



HE HAS BEEN DELIVERED TO US...
WE HAVE TAKEN PAINS TO ISOLATE
HIM FROM OUR TROOPS...HE HAS
BEEN PLACED IN A SECURE HOLDING
AREA AWAITING TORTURE.

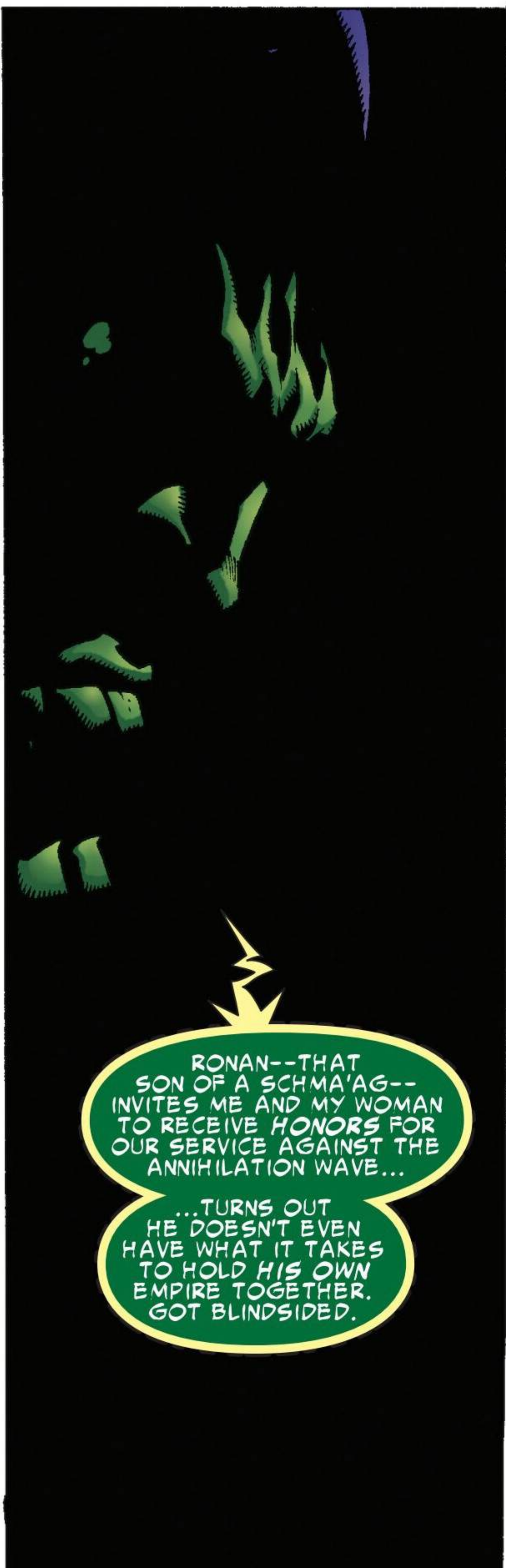
A PLAN HAS BEEN PUT INTO
MOTION TO DIVEST HIM OF
HIS SECRETS...IT IS ONLY A
MATTER OF TIME BEFORE
WE KNOW WHAT HE IS...

...AND HOW TO
NEUTRALIZE
HIS THREAT.



NEVER
ACCEPT A
MEDAL FROM
A KREE.

I DO NOT
UNDERSTAND.



RONAN--THAT
SON OF A SCHMA'AG--
INVITES ME AND MY WOMAN
TO RECEIVE HONORS FOR
OUR SERVICE AGAINST THE
ANNIHILATION WAVE...

...TURNS OUT
HE DOESN'T EVEN
HAVE WHAT IT TAKES
TO HOLD HIS OWN
EMPIRE TOGETHER.
GOT BLINDSIDED.



IT IS NOT
ENOUGH THAT THEY
INVADE YOUR BODY...
TAKE AWAY YOUR
POWER...DRIVE OUT
YOUR THOUGHTS...

...THEY SAY
THE FINAL SELECTION
IS INEVITABLE.

THE MOMENT WHEN YOU BECOME **SELECT**...THE MOMENT WHEN YOU ACCEPT THE SO-CALLED **TRUTH** OF THEIR CONQUEST...

...IT HAS TO BE OF YOUR OWN **FREE WILL**...YOU HAVE TO WANT IT...

...AND THEN YOU DO THEIR BIDDING. YOU KEEP YOUR **BODY**...EVEN YOUR **MIND**...BUT YOU LOSE YOUR **SOUL**.



YOU DO NOT LOOK LIKE THE TYPE TO ACCEPT SUCH AN OFFER.

DO NOT FLATTER ME, KREE.



OTHERS HAVE USED THE SUPER SKRULL BEFORE...I HAVE BEEN MADE TO BETRAY MY BELIEFS... I HAVE **DIED** AND BEEN **REBORN** MORE TIMES THAN YOU HAVE YEARS ON YOUR LIFE...

...AND THE ONLY THOUGHT THAT WARMS THE COLD VOID OF THIS LIVING DEATH...

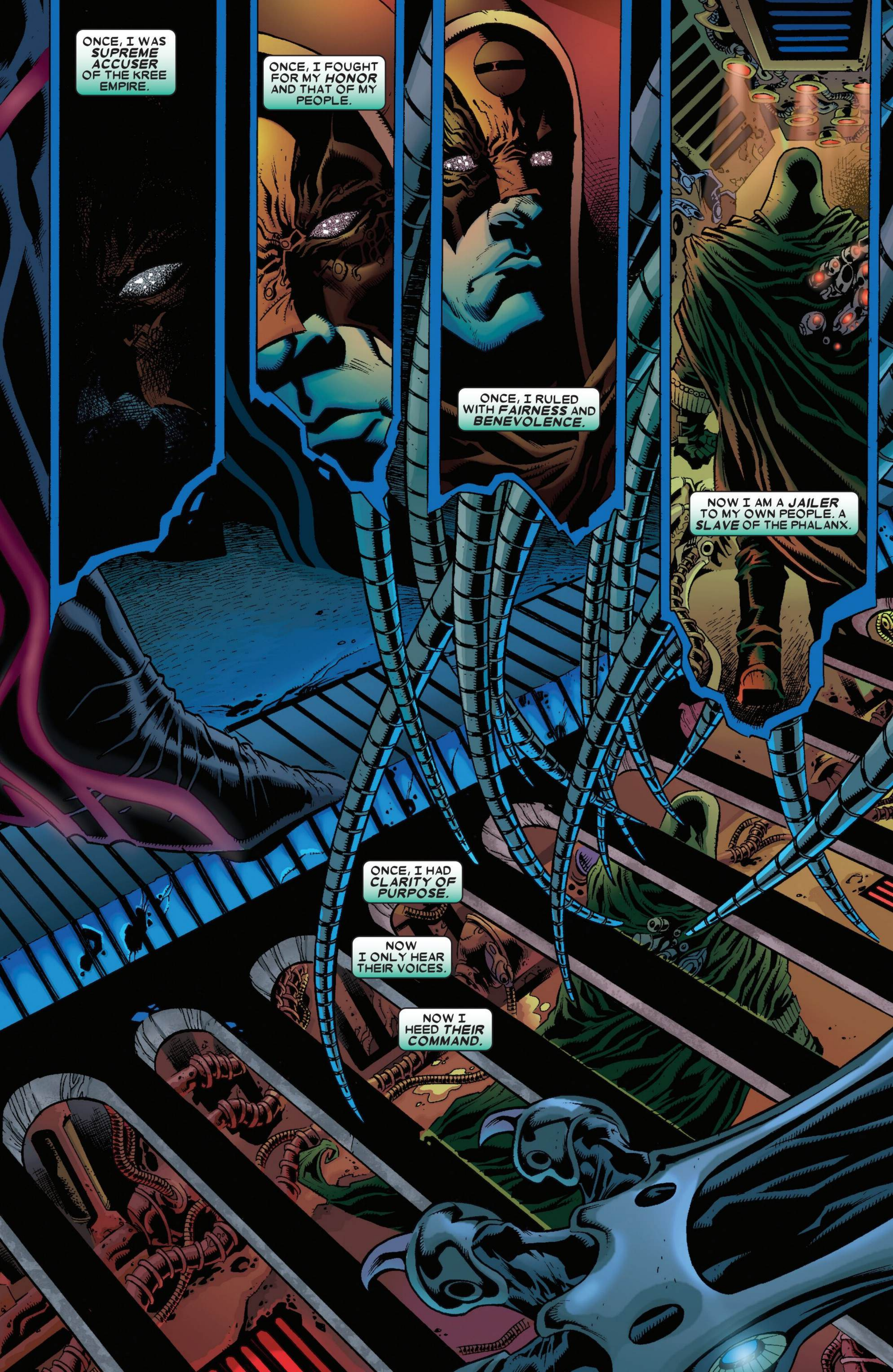


...IS THAT I WILL BE **FREE** AGAIN...

...AND ON THAT DAY, THERE WILL BE A **RECKONING**.



DISCHARGE THE PARALYZING AGENT--PREPARE FOR PRISONER TRANSPORT.



ONCE, I WAS
SUPREME
ACCUSER
OF THE KREE
EMPIRE.

ONCE, I FOUGHT
FOR MY HONOR
AND THAT OF MY
PEOPLE.

ONCE, I RULED
WITH FAIRNESS AND
BENEVOLENCE.

NOW I AM A JAILER
TO MY OWN PEOPLE. A
SLAVE OF THE PHALANX.

ONCE, I HAD
CLARITY OF
PURPOSE.

NOW
I ONLY HEAR
THEIR VOICES.

NOW I
HEED THEIR
COMMAND.



MY
NAME IS
RONAN...

...AND SOON,
ALL OF YOUR
SECRETS WILL
BE MINE.



THE PHALANX
CANNOT FACE YOU
FOR LONG BECAUSE
OF YOUR
ABILITIES.

YOU WILL
EXPLAIN HOW
YOU GAINED YOUR
POWERS.

YOU
WILL TELL ME IF
THERE ARE OTHERS
WHO CAN DO WHAT
YOU DO.



YOU WERE
FOUND AMONG
THE HEADS OF *THE*
INSURGENCY...YOU
MADE IT POSSIBLE
FOR THEM TO
ESCAPE.

YOU WILL
TELL ME WHAT
YOU KNOW...
OR YOU WILL
SUFFER.



I TOLD
YOUR *INSURGENTS*
WHAT I AM TELLING
YOU NOW...

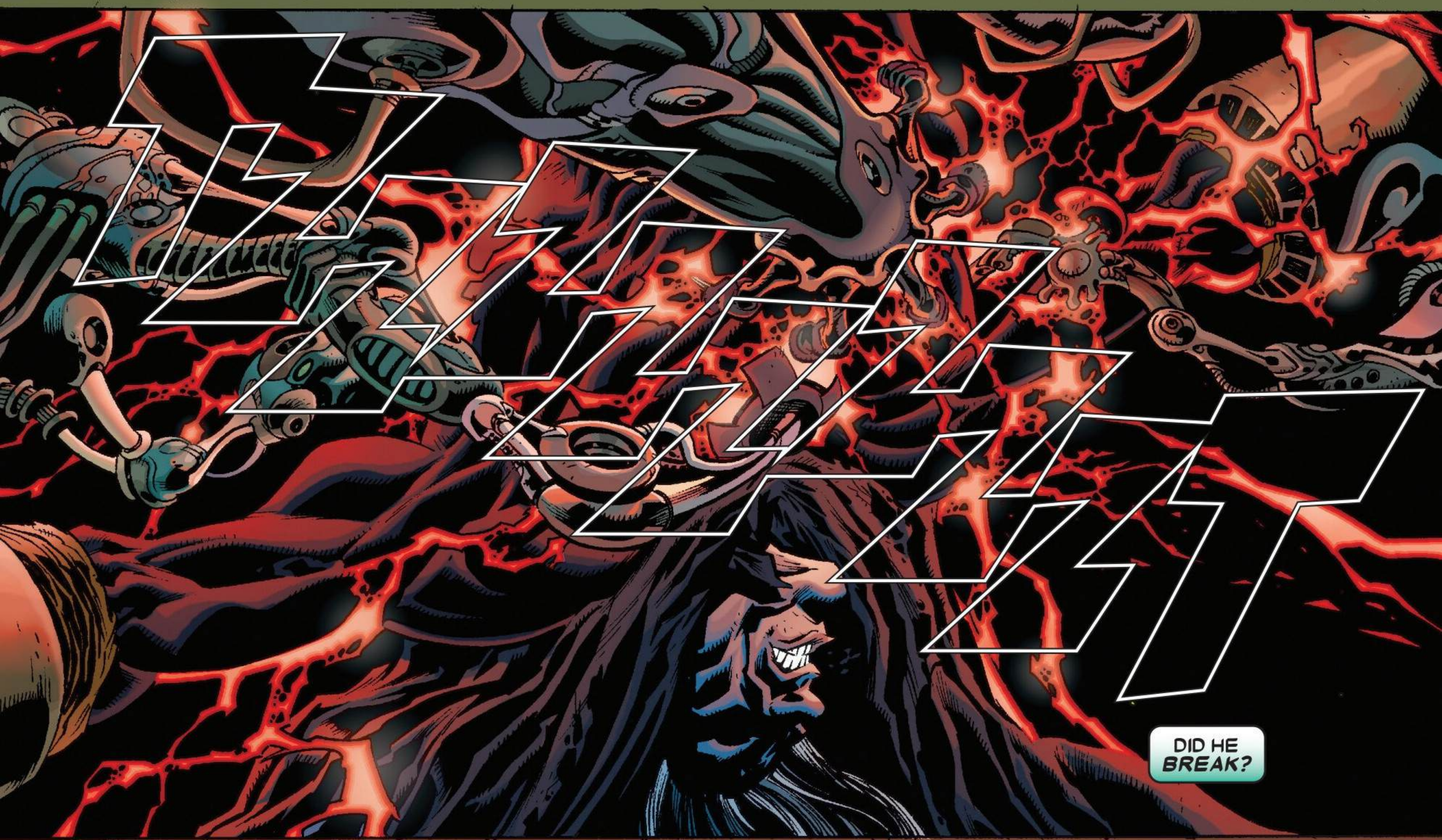
I WANT
NO PART OF
YOUR WAR.



THAT
IS NOT AN
ANSWER.



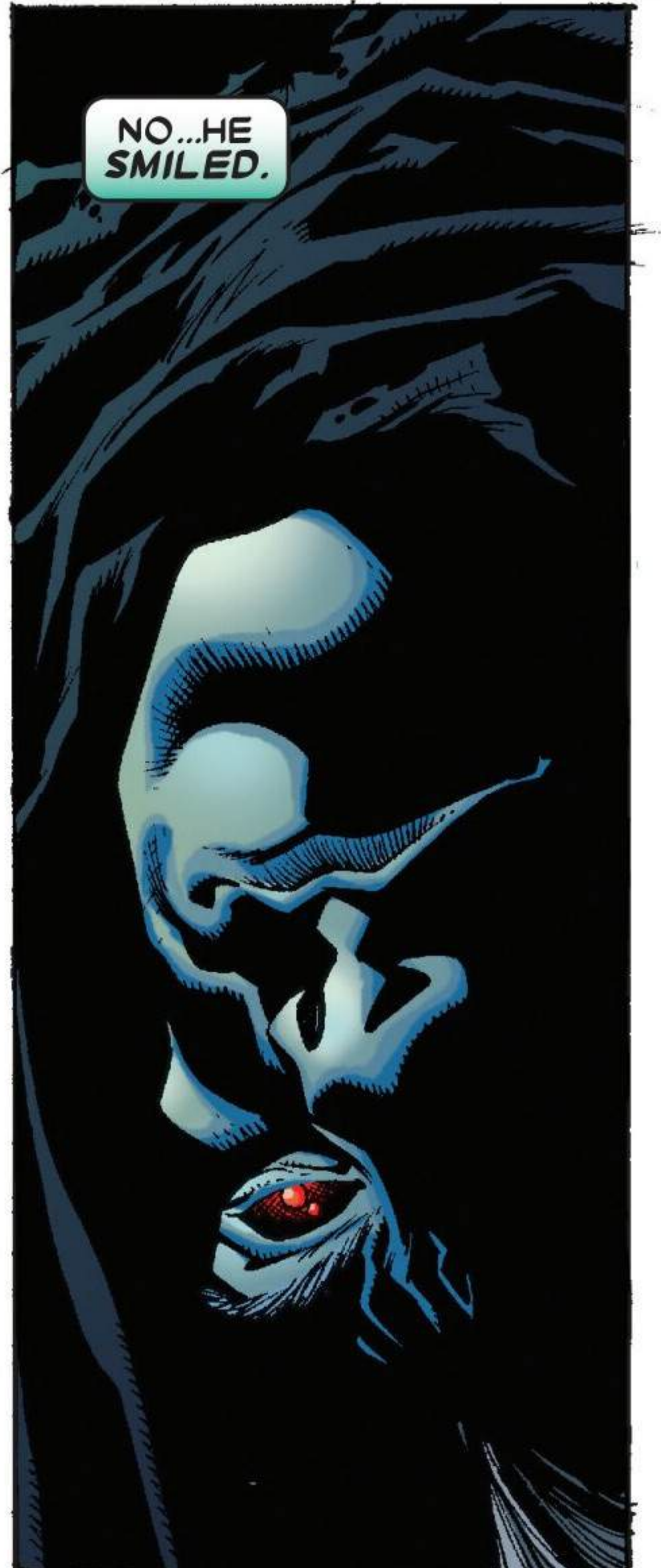
I GAVE HIM
ENOUGH PAIN
TO DESTROY
ANY KREE.



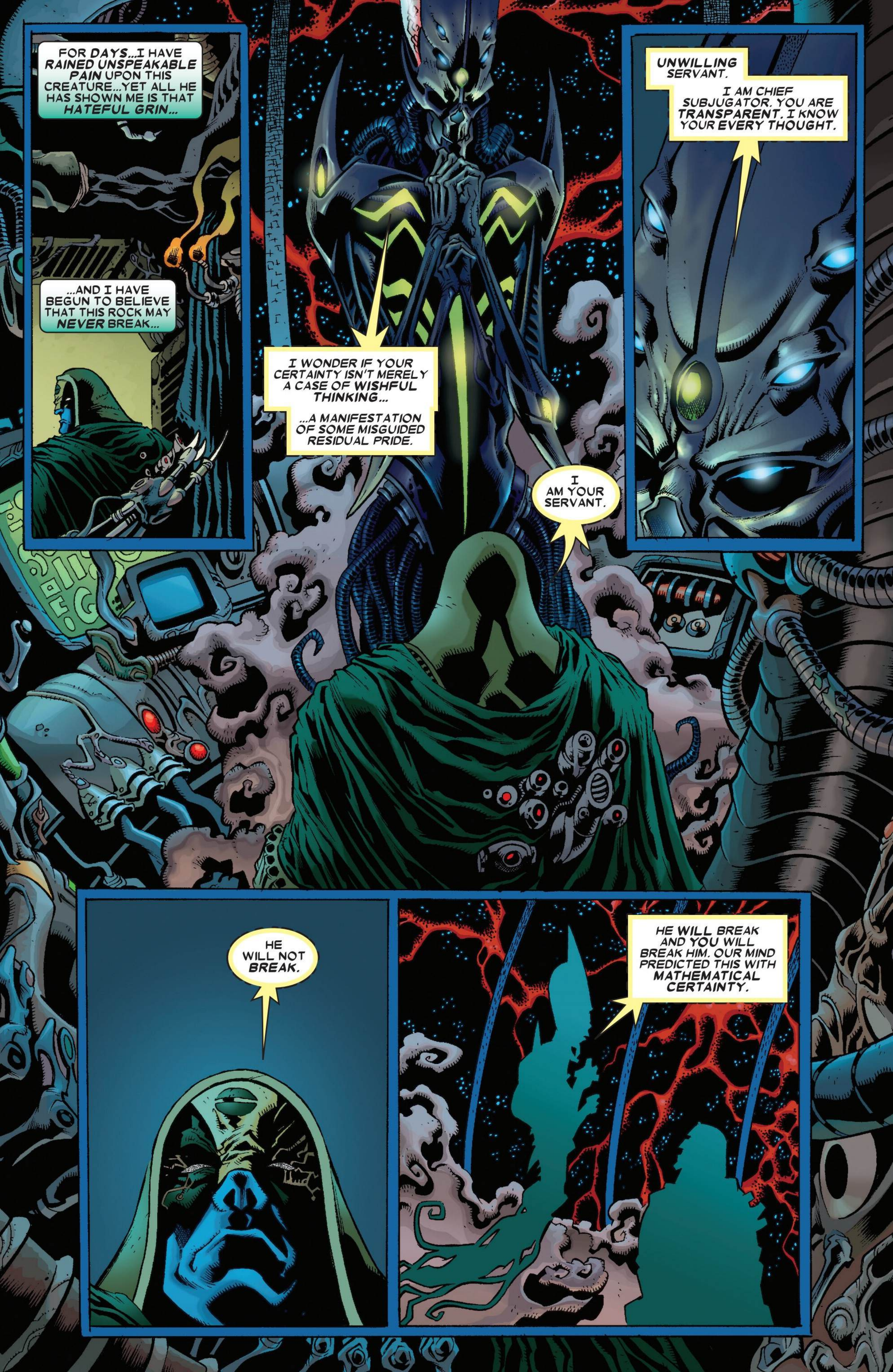
DID HE
BREAK?



DID HE
BEG FOR
RELEASE?



NO...HE
SMILED.



FOR DAYS...I HAVE
RAINED UNSPEAKABLE
PAIN UPON THIS
CREATURE...YET ALL HE
HAS SHOWN ME IS THAT
HATEFUL GRIN...

...AND I HAVE
BEGUN TO BELIEVE
THAT THIS ROCK MAY
NEVER BREAK...

I WONDER IF YOUR
CERTAINTY ISN'T MERELY
A CASE OF WISFUL
THINKING...

...A MANIFESTATION
OF SOME MISGUIDED
RESIDUAL PRIDE.

I
AM YOUR
SERVANT.

UNWILLING
SERVANT.

I AM CHIEF
SUBJUGATOR. YOU ARE
TRANSPARENT. I KNOW
YOUR EVERY THOUGHT.

HE
WILL NOT
BREAK.

HE WILL BREAK
AND YOU WILL
BREAK HIM. OUR MIND
PREDICTED THIS WITH
MATHEMATICAL
CERTAINTY.



HE IS A THREAT. NOT MERELY TO THE PHALANX, BUT TO THE KREE AS WELL.

EXPLAIN THIS.

THE DESTINIES OF THE PHALANX AND THE KREE ARE ENTWINED.



WE HAVE NO SHARED DESTINY.

EVEN IF YOU ARE BLIND TO THE GREATER TRUTH... YOU DO SEE THAT WHEN YOU HELP ME, YOU LESSEN STRIFE THAT COULD HURT YOUR PEOPLE.

I WILL NEVER WILLFULLY SERVE YOU!

YOU WILL. OUR MACHINES HAVE PREDICTED THIS.



YOU KNOW NOTHING!



"WE HAVE UNTIL THE END OF TIME TO MAKE YOU ONE OF US."

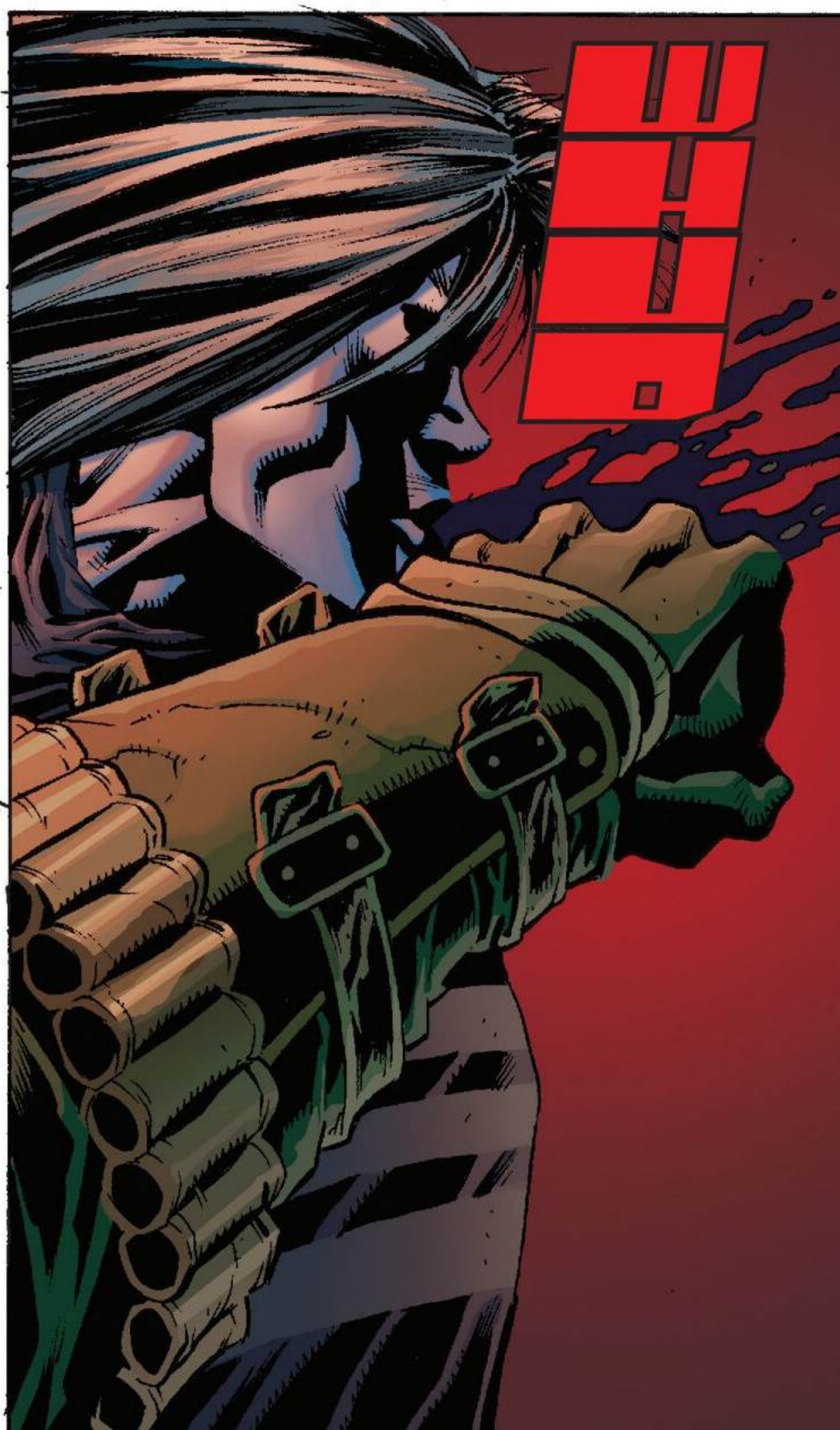
KERR-RACK



NOTHING! DAMN YOU!



DAMN YOU!





BAM

WHAM

WHUD

SHOOM

KLUD

KRACK

...YOU
WILL DIE.

THEN
IF YOU WILL
NOT TALK...



BY THE
BLOOD OF
SUPREMOR...



ONE HOUR LATER



YOU
ARE NOT KREE...
WE KNOW PAIN...
WE FEEL.

YOU ARE A
GHOST...

...A
WRAITH.



WRAITH.

I LIKE
THE SOUND
OF THAT.



IS THAT
WHAT I AM TO
CALL YOU?

YES. PERHAPS
IT'S TIME FOR ME
TO HAVE A NAME
AGAIN.



SAD. YOU HAVE
TORTURED ME FOR
DAYS--AND YET I HAVE
GOTTEN MORE FROM
YOU THAN YOU
FROM ME.



DON'T
BOTHER WITH
ANOTHER BEATING...
UNLESS YOU TRULY
LOVE TO SEE
ME SMILE.



I WILL
TELL YOU WHAT
YOU WANT...

...BUT KNOW
THAT I SPEAK TO YOU
NOW NOT OUT OF
ACQUIESCENCE...

...BUT
OUT OF
PITY.

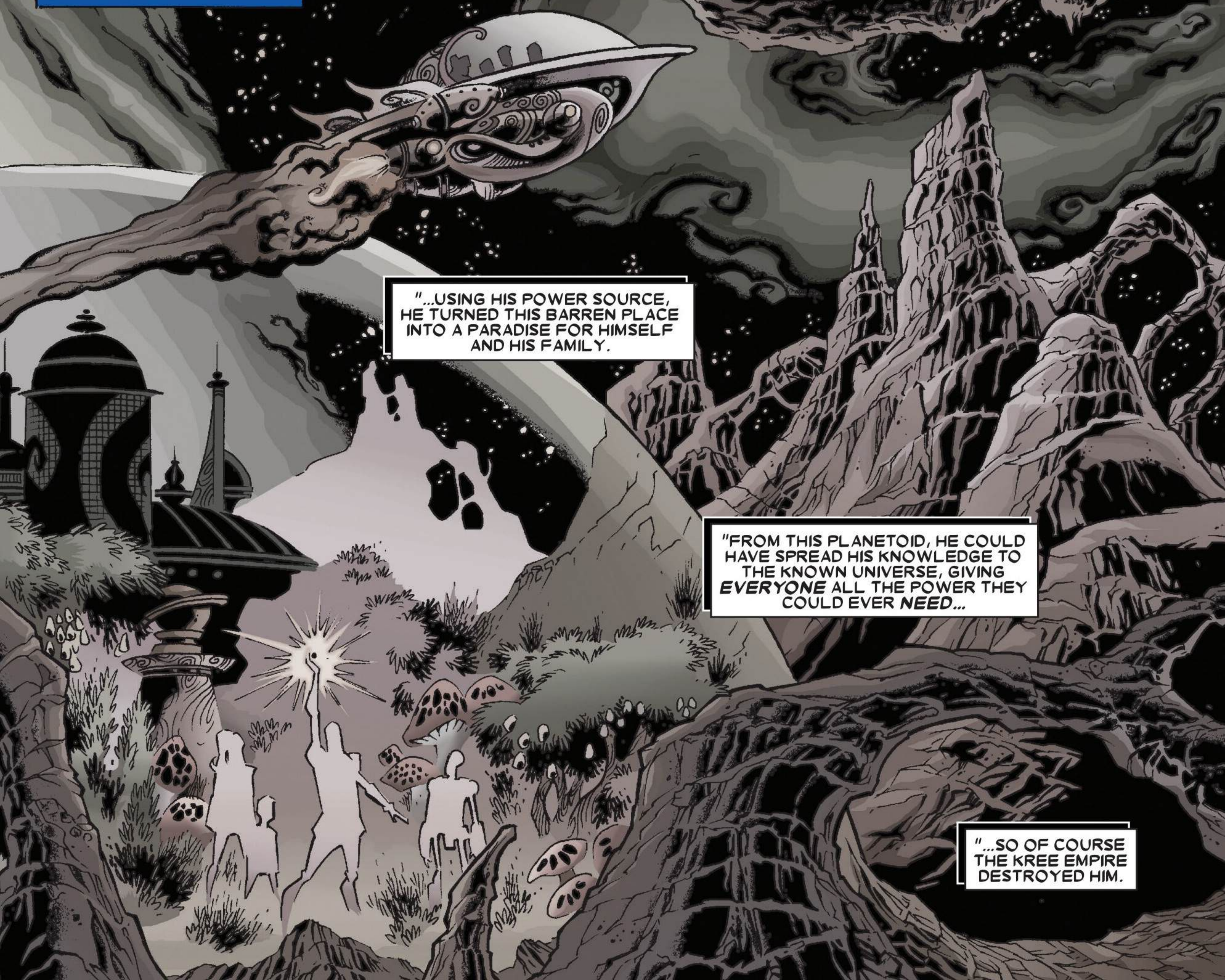


YOU MAY
THINK THAT YOUR
ATTENTIONS BRING
ME MERELY PAIN...
BUT TO ME PAIN IS A
GATEWAY...TO
MEMORY.

"THE KREE ONCE COUNTED AMONG THEM
A BRILLIANT MAN NAMED SIM-DEL...HE WAS
SO GIFTED AN INVENTOR THAT HE CREATED
A **POWER SOURCE** THAT COULD HAVE
BROUGHT LIGHT TO THE **ENTIRE GALAXY**...

"...NATURALLY, THE MERCHANT
HOUSES OF THE KREE EMPIRE
SOON SAW TO IT THAT HIS
WORK BE BANNED.

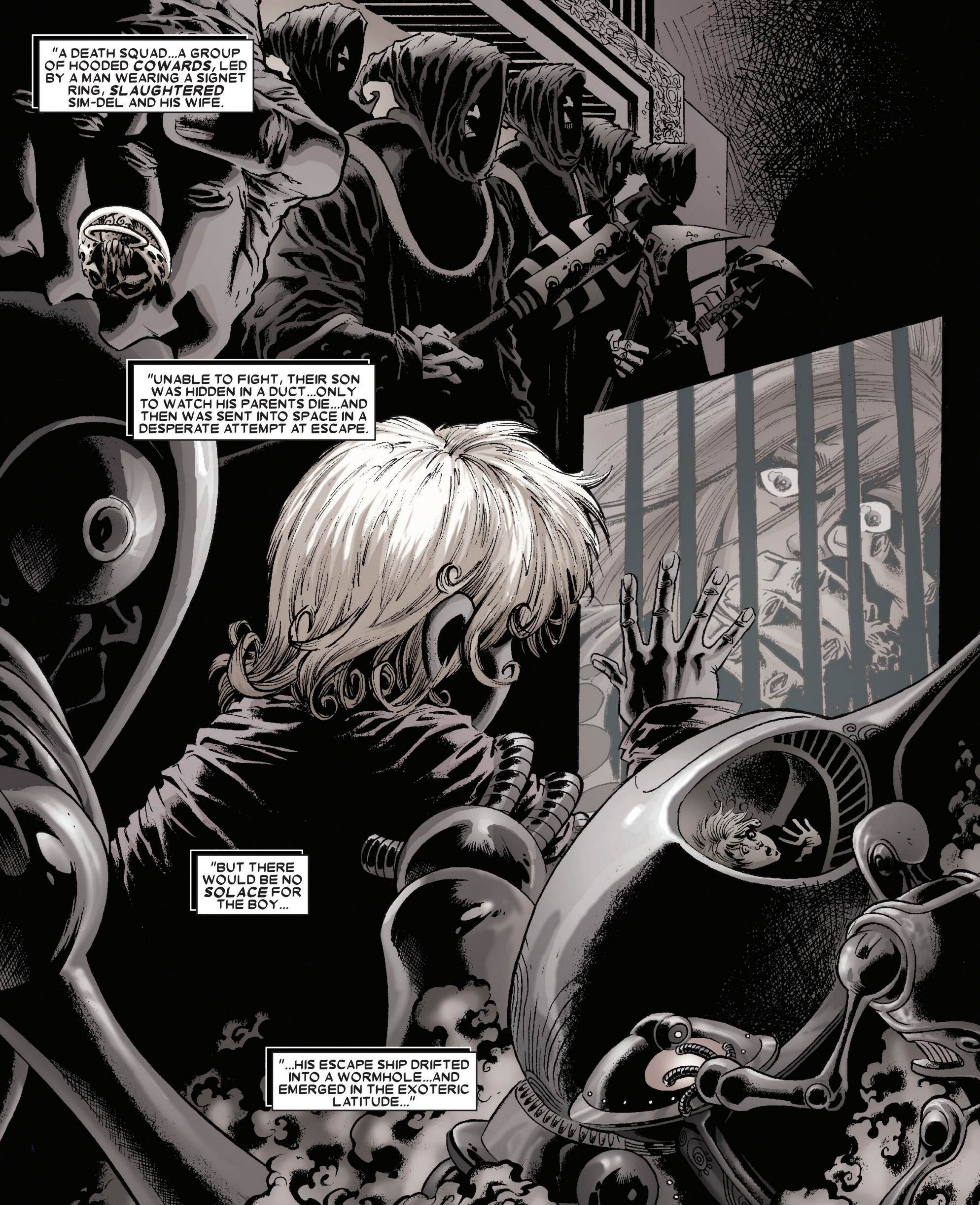
"BUT SO GREAT A MIND CANNOT
BE EASILY **DETERRED**...
SIM-DEL SOUGHT EXILE IN A
SECLUDED PLANETOID NEAR
THE BENNAZAR RIFT...



"...USING HIS **POWER SOURCE**,
HE TURNED THIS BARREN PLACE
INTO A PARADISE FOR HIMSELF
AND HIS FAMILY.

"FROM THIS PLANETOID, HE COULD
HAVE SPREAD HIS KNOWLEDGE TO
THE KNOWN UNIVERSE, GIVING
EVERYONE ALL THE POWER THEY
COULD EVER **NEED**...

"...SO OF COURSE
THE KREE EMPIRE
DESTROYED HIM.



"A DEATH SQUAD...A GROUP OF HOODED COWARDS, LED BY A MAN WEARING A SIGNET RING, **SLAUGHTERED** SIM-DEL AND HIS WIFE.

"UNABLE TO FIGHT, THEIR SON WAS HIDDEN IN A DUCT...ONLY TO WATCH HIS PARENTS DIE...AND THEN WAS SENT INTO SPACE IN A DESPERATE ATTEMPT AT ESCAPE.

"BUT THERE WOULD BE NO SOLACE FOR THE BOY...

"...HIS ESCAPE SHIP DRIFTED INTO A WORMHOLE...AND EMERGED IN THE EXOTERIC LATITUDE..."

THE EXOTERIC LATITUDE?

THE NAMELESS? WHO ARE THEY?

THE SPACE OF THE NAMELESS.

BE GLAD YOU DO NOT KNOW.

"THOUSANDS OF YEARS AGO, THE EARLIEST KREE WERE EXPLORERS...PIONEERS OF SPACE...BUT SOME OF THEIR GENERATION SHIPS STUMBLED INTO THE EXOTERIC LATITUDE...AND SOON, THEY FOUND THEIR BODIES INVADDED BY THE EXOLON...

"...PARASITIC ENTITIES THAT FEED ON THE IMMORTAL SOULS OF LIVING BEINGS. IT WAS BECAUSE OF THEIR BONDING WITH THE EXOLON THAT THESE KREE BECAME THE NAMELESS.

"FIRST THEY DROVE A BLADE INTO THE BOY'S HEART...THE ALIEN PARASITES DID THE REST.

"THE EXOLON TRAPPED THE BOY'S SOUL AS IT LEFT HIS BODY...

"...AND THE BOY GAINED WHAT THE NAMELESS HAVE HAD FOR EONS...

"...THE BLACK MEMBRANE THAT THE NAMELESS WEAR IS BUT A COLLECTION OF EXOLON PLASMOIDS. BY BONDING WITH THE EXOLON, THE SON OF SIM-DEL GAINED STRENGTH...HEALING...IMMORTALITY...

"...AND THE ABILITY TO SUMMON THE EXOLON TO SWARM. THIS IS WHAT DRIVES FEAR INTO THE PHALANX--THE SIGHT OF THE EXPOSED SOUL OF A LIVING BEING...

"...BUT ALL OF THIS POWER COMES AT A PRICE.



"ESTRANGED FROM THEIR SOULS, THE HOSTS LOSE ALL SENSE OF *TIME*...ALL SENSE OF *SENTIENCE*.

"IN THE EXOTERIC LATITUDE... IN THE GENERATION SHIPS OF THE ANCIENT KREE...THE NAMELESS SPEND THEIR IMMORTAL LIVES INFLECTING AGONY UPON THEMSELVES.

"IN THE INDOLENCE OF ETERNAL LIFE, *SELF-INFLECTED PAIN* IS THE ONLY EXPERIENCE INTENSE ENOUGH TO LOOSE THE FLOODGATES OF *MEMORY*...

"...THE ONLY CONNECTION LEFT BETWEEN THE NAMELESS AND THEIR SOULS...

"...THE LAST WINDOW TO THE LIVING, FEELING BEINGS THEY ONCE WERE.

"BUT NOT FOR THE BOY. EVEN AS THE YEARS PASSED AND HE BECAME ONE OF THE NAMELESS, HE PERSISTED IN REMEMBERING THE DEATH OF HIS PARENTS...AND THE **SOLE DEFINING FEATURE** OF THEIR KILLER..."

"...THAT SIGNET RING."

"UNTIL THE DAY CAME WHEN THE BOY **DEFEATED** THE LEADER OF THE NAMELESS...WHEN HE **STOLE THE WEAPONS AND THE SHIP** THAT NOW CARRY AND PROTECT HIM..."

"...THE DAY WHEN HE JOURNEYED FORTH INTO THE GALAXY... TO HUNT DOWN THE MAN WHO MURDERED HIS PARENTS AND CONDEMNED HIM TO LIVING DEATH."

SO KNOW THIS, RONAN...**I PITY** YOU...BECAUSE THERE IS NO PAIN YOU CAN INFLICT THAT THE NAMELESS HAVE NOT ALREADY SHOWN ME...

...BECAUSE I WAS RAISED BY **SAVAGES**... BECAUSE I FACED THE INVASION OF MY BODY AND MIND...

...AND YET I AM NO ONE'S SLAVE.

SO BE IT, WRAITH.

IF YOUR PRIDE COMES FROM BEING NO ONE'S SLAVE...

...THEN THAT IS **EXACTLY** WHAT I WILL MAKE YOU!

YOU WILL
KNOW WHAT IT
MEANS TO BECOME
A *SELECT*...



...TO
HAVE THEM TURN
YOU INTO THEIR
PUPPET...



...TO HAVE
THEIR THOUGHTS
IN YOUR HEAD...



AAAGGH!

...UNTIL
THE *END OF*
TIME.





I HAVE GIVEN HIM THE NAME "WRAITH."

HE IS A KREE...BUT HE LIVES IN SYMBIOSIS WITH THE EXOLON: ALIEN PARASITES THAT COVER HIS BODY AND FEED OFF HIS SOUL.

IN EXCHANGE, HE RECEIVES **STRENGTH** AND **IMMORTALITY**...AND WHEN HE SUMMONS THE EXOLON TO SWARM, THE SIGHT OF HIS EXPOSED SOUL INSPIRES **FEAR** IN EVERYONE AND **EVERYTHING**...EVEN THE MECHANIZED MIND OF THE PHALANX.

HAS HE BEEN FITTED WITH A POWER INHIBITOR AND A PHALANX CONSCIOUSNESS ENABLER?

YES...BUT HE APPEARS TO HAVE GONE INTO A CATATONIC STATE. HE HAS BEEN NEUTRALIZED.

YOU HAVE DONE WELL, RONAN.

I HAVE DONE NOTHING BUT TORTURE ONE OF MY OWN.



THIS WRAITH IS A THREAT TO YOU AND THE KREE. WHEN YOU ACCEPT THE FINAL SELECTION AND BECOME ONE WITH THE PHALANX, YOU WILL SEE THIS AS CLEARLY AS I.

YOU ARE A HERO.



I AM A
TRAITOR.



ZAK-DEL.



ONLY ONE
MAN CALLS ME
BY THAT NAME...

IT IS
I...

...FATHER?



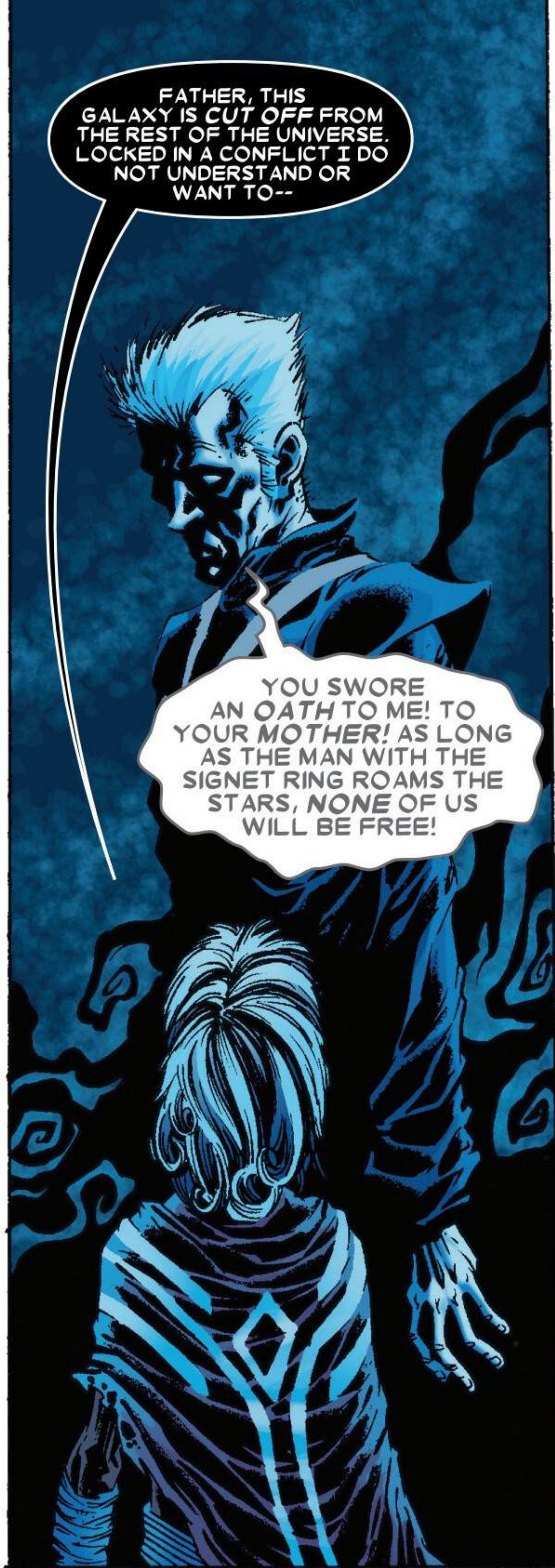
THIS
CANNOT
BE.

MANY THINGS
CAN'T BE AND YET
THEY ARE. YOU
YOURSELF LIE IN A
TORTURE CHAMBER.
DEAD, YET ALIVE.
SOULLESS, YET
SENTIENT.

I HAVE *DISENGAGED*
FROM THIS WORLD. I
WILL NOT BE THEIR
SLAVE. I CAN WAIT LIKE
THIS UNTIL THEIR WAR IS
OVER AND THE
LAST DROID FALLS.

ZAK-DEL,
YOU MUST
AWAKEN. THE
MAN WHO KILLED
YOUR MOTHER
AND ME STILL
LIVES.





FATHER, THIS GALAXY IS **CUT OFF** FROM THE REST OF THE UNIVERSE. LOCKED IN A CONFLICT I DO NOT UNDERSTAND OR WANT TO--

YOU SWORE AN OATH TO ME! TO YOUR **MOTHER!** AS LONG AS THE MAN WITH THE SIGNET RING ROAMS THE STARS, **NONE OF US** WILL BE FREE!



YOU MUST SUMMON YOUR **STRENGTH!** YOU MUST ESCAPE THIS PLACE AND FIND THE MURDERER!



EVEN WITH MY POWERS AND ABILITIES, ESCAPE FROM THIS PRISON IS --

YOU CANNOT FULFILL YOUR DESTINY WITHOUT **ALLIES...** LET ME GUIDE YOU.

I DON'T UNDERSTAND, WHY NOW, FATHER? WHY **THIS?** AFTER ALL MY TRAVELS, ALL MY SUFFERING... WHY?

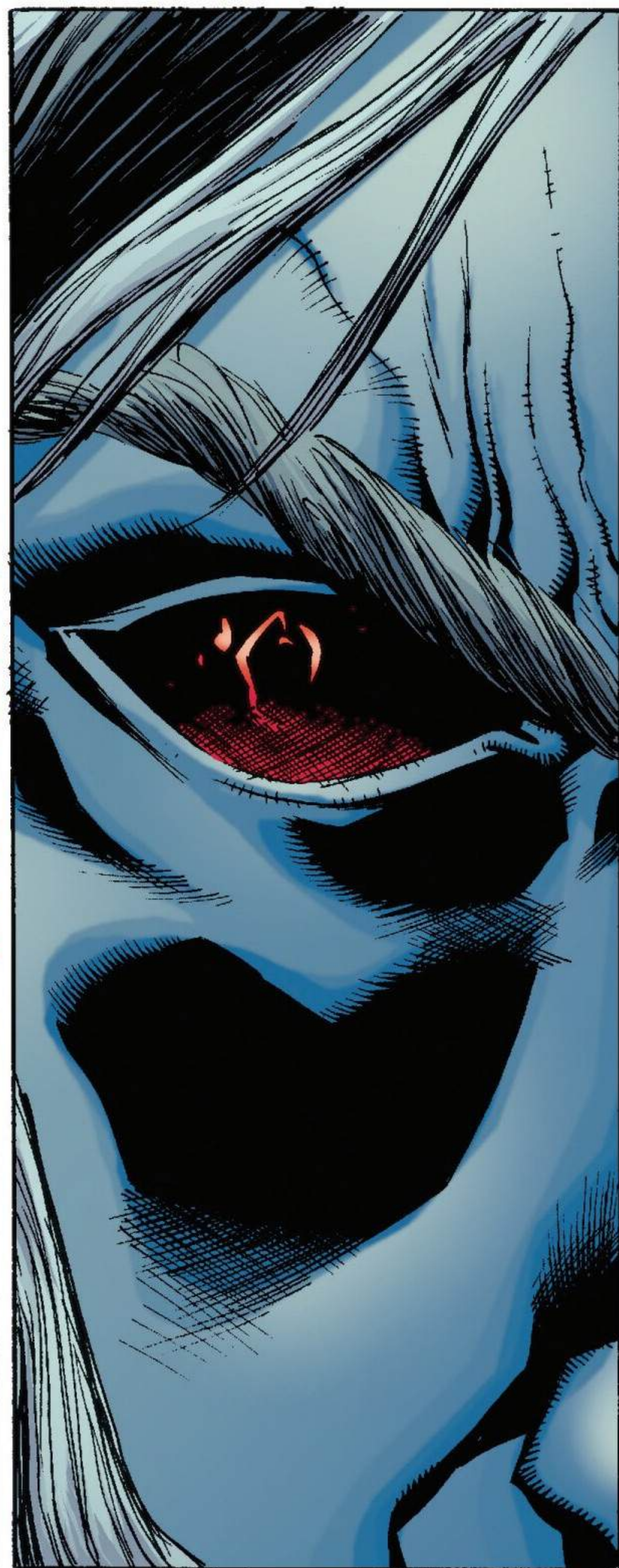
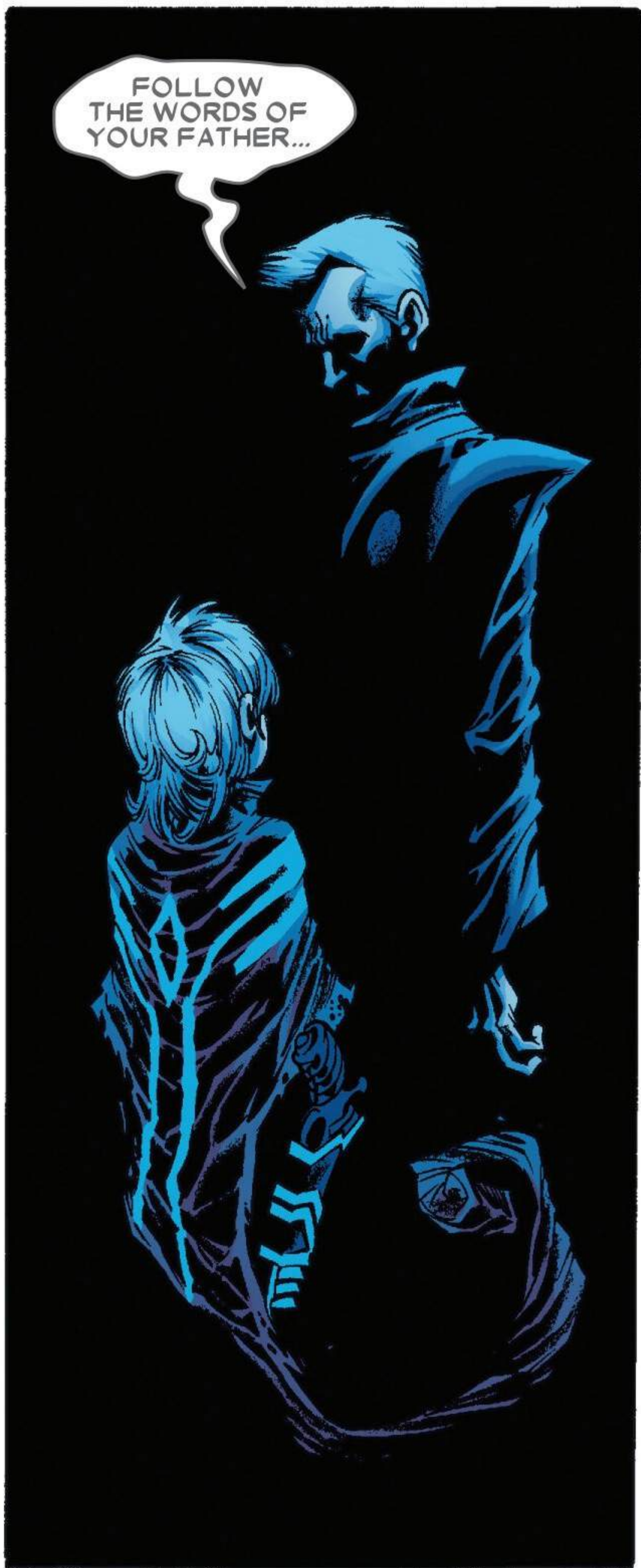


BECAUSE I NEVER DOUBTED YOU... BUT NOW THE ODDS ARE BEYOND ANY YOU HAVE ENCOUNTERED. YOU **NEED ME NOW.**

THERE IS A STAR SYSTEM KNOWN AS THE **PARASITE.** THERE YOU WILL FIND WHAT YOU SEEK.



FOLLOW MY INSTRUCTIONS, SON, AND YOUR QUEST WILL END IN **HONOR.**



**ALERT ALERT ALERT
ALERT AL--777T*****

WE HAVE A SURVEILLANCE
SHUTDOWN IN THE TORTURE
LEVEL--THE CELL OF THE
NAMELESS KREE...

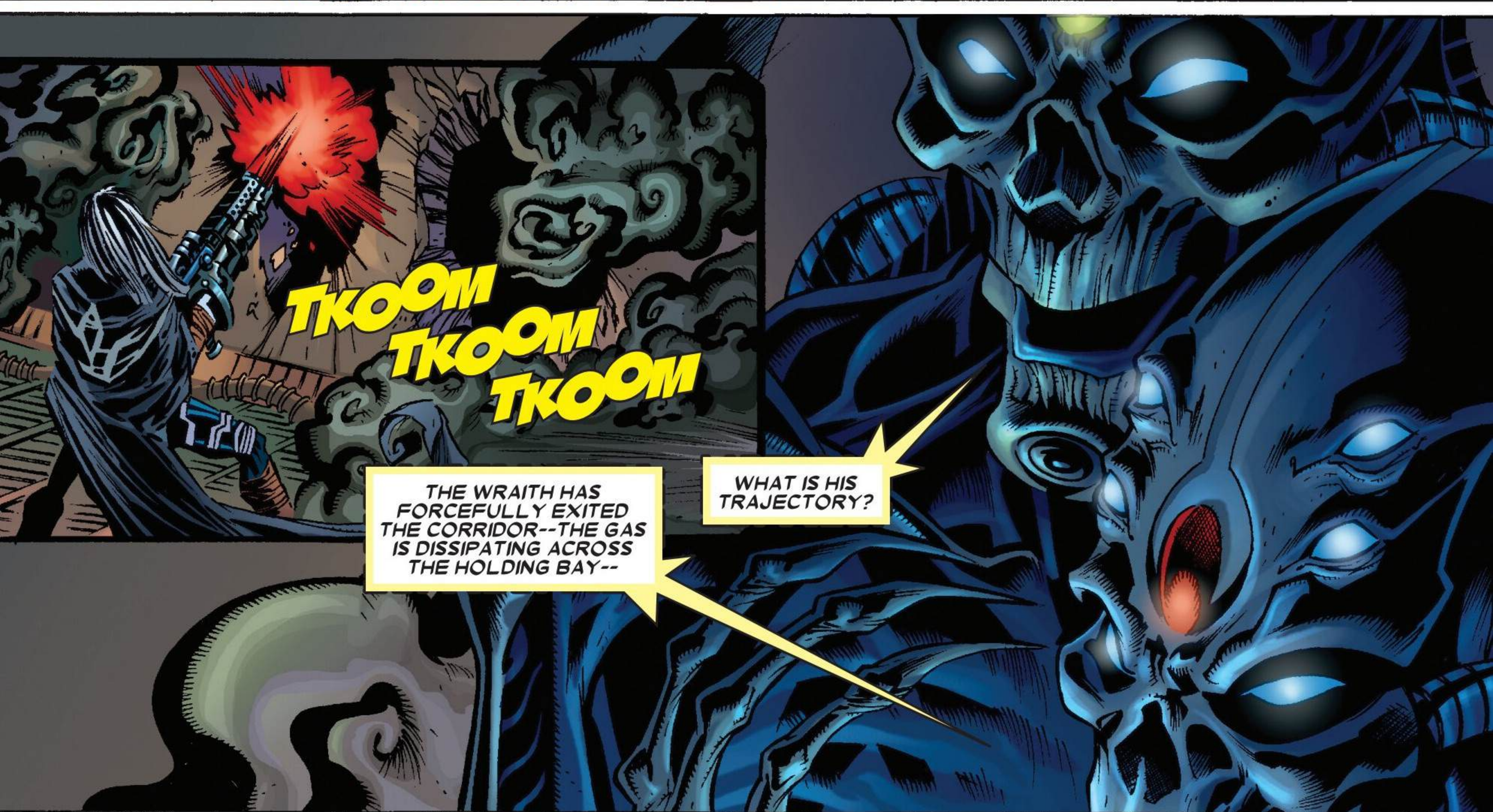






THE WRAITH
APPEARS TO HAVE
SUBDUED RONAN.

FLOOD THE
CHAMBER WITH
NERVE GAS.



TKOOM
TKOOM
TKOOM

THE WRAITH HAS
FORCEFULLY EXITED
THE CORRIDOR--THE GAS
IS DISSIPATING ACROSS
THE HOLDING BAY--

WHAT IS HIS
TRAJECTORY?



CHIEF SUBJUGATOR,
THIS CHAMBER IS NO
LONGER SAFE--

HE'S
COMING
HERE?

I AM A MAN GUIDED
BY HIS FATHER'S
UNDYING WISH...

KNOCK THEM OUT

I HAVE FREED
MYSELF AND
MUST NOW
FIND ALLIES...

TKOOM

...AND I CHOOSE
THE WORST ENEMY
OF MY ENEMY.

TKOOM

BERRROOM

CHIEF SUBJUGATOR
COMPROMISED--
ACTIVATE EMERGENCY
REPLACEMENT--

CANCEL ASSIMILATION PROTOCOLS:
SUBJECT: PRAXAGORA
SUBJECT: SUPER-SKRULL
DISENGAGE PHALANX
CONSCIOUSNESS ENABLER
CANCEL ASSIMILATION PROTOCOLS--
DISENGAGE RESTRAINTS.



I
SHALL BE
FREE!







MASTER!

KL'RT! MY MASTER!



I NEVER THOUGHT I'D SEE YOU AGAIN.

ENOUGH OF YOUR FEMINE YAMMERING. WE HAVE A PRISON BREAK TO MOUNT.

YOU SPEAK THE TRUTH.



I AM THE
MAN YOU HAVE TO
THANK FOR YOUR
FREEDOM.

NOW YOU
WILL HELP ME
OUT OF THIS
PLACE.



HOLD YOUR
FIRE, WOMAN.
I KNOW THIS
ONE.

WE SHALL
LISTEN TO
YOU, KREE. BUT
WE FOLLOW
NO MAN.



THE TROOPS
YOU DECIMATED WERE A
DIVERSION--KEEPING YOU
BUSY WHILE THEY ACTIVATE
A NEW CHIEF SUBJUGATOR
AND LOCK DOWN
THE AREA.

I ACCESSED
THEIR DATA BANKS...
THERE IS ONLY ONE
WAY OUT--THE **SCIENCE
LEVEL**-- MY WEAPON
AND MOUNT ARE
THERE.



WHATEVER
YOUR HEART DESIRES,
PALEFACE. ALL I NEED
TO KNOW IS...

...DO YOU
WANT IT COLD AND
STEALTHY...

...OR
LOUD AND
NASTY?

TEN MINUTES LATER...

WE BETTER
NOT HAVE TAKEN
THIS DETOUR JUST
FOR YOUR FANCY
LITTLE GUN!

I WRESTED
THIS WEAPON
FROM THE
CHIEF OF THE
NAMELESS...

...IT IS A
TALISMAN OF THE
ANCIENT KREE...IT KNOWS
THE THOUGHTS AND
ANTICIPATES THE NEEDS
OF ITS WIELDER...

...AND IT IS
A TROPHY OF
MY ESCAPE FROM
THE EXOTERIC
LATITUDE.

ZZZZMMMMPPPPPP

THIS
PITIFUL DISPLAY
ENDS NOW!

BLUE-
FACED KREE
SCUM...

...I SHOULD
HAVE KNOWN YOU
WOULD HAVE YOUR
HANDS ALL OVER
THIS FIASCO.



THIS
FORCE
FIELD WON'T
HOLD THEM
LONG!

ONE
LEVEL ABOVE US--
THERE'S A DOME
THAT ACCESSES OUT
INTO SPACE.



TKOOM



KROOOSH



YOU
TWO...GET IN
FRONT.

NEVERTHELESS...

WE'RE
A LITTLE
BUSY!



...YOU DO
NOT WANT TO
BE CAUGHT IN
MY WAKE.



UP THERE...
SEEKER PACK...
HUNT THEM
DOWN!

ALERT...ALERT...INTEGRITY
BREACH IN THE SCIENCE
LEVEL...SELECTION
PROJECT IN JEOPARDY...



...ENGAGE EMERGENCY
FORCE FIELDS ON THE
SCIENCE DOME...SELECTION
PROJECT IN JEOPARDY...

ALERT!
WEAPON OF
UNKNOWN ORIGIN
DEACTIVATING
SEEKERS!



HE DID
IT AGAIN. HIS
POWER AGAINST THEM
IS IMPRESSIVE
INDEED.

NOW,
WHAT IS IN THIS
SCIENCE LEVEL
THAT--

WHAT
IS...NO. CAN
IT BE?





S-SUPREMOR...?

YOU HAVE QUESTIONS.

QUESTIONS?!

WHAT HAVE YOU DONE TO MY RULER--MY GOD?!

WHAT HAVE YOU DONE TO THE SUPREME INTELLIGENCE?!





I CAN
SEE YOU ARE
UPSET.

ANSWER
ME!



WE RECOVERED THE
REMAINS OF THE SUPREMOR
AFTER THE ROUT OF THE
ANNIHILATION WAVE.

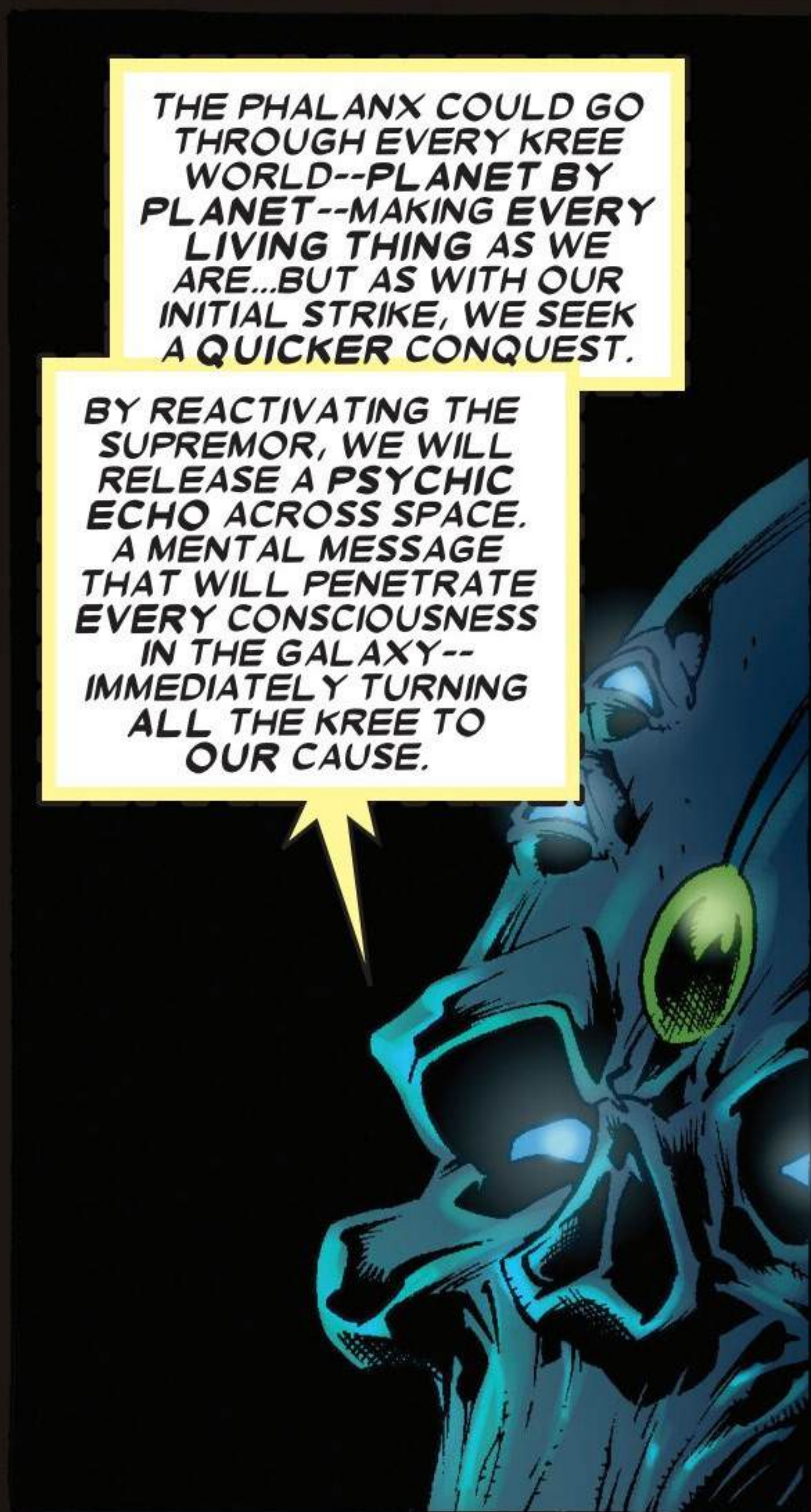
I KILLED
HIM! I GAVE HIM
A MERCIFUL
RELEASE FROM
HIS TORMENT.

GODS CANNOT BE
KILLED. THEY CAN ONLY
SACRIFICE THEMSELVES...
AND THUS THE SUPREMOR
GAVE HIMSELF TO US.



BLASPHEMY!

NO.
EVOLUTION.

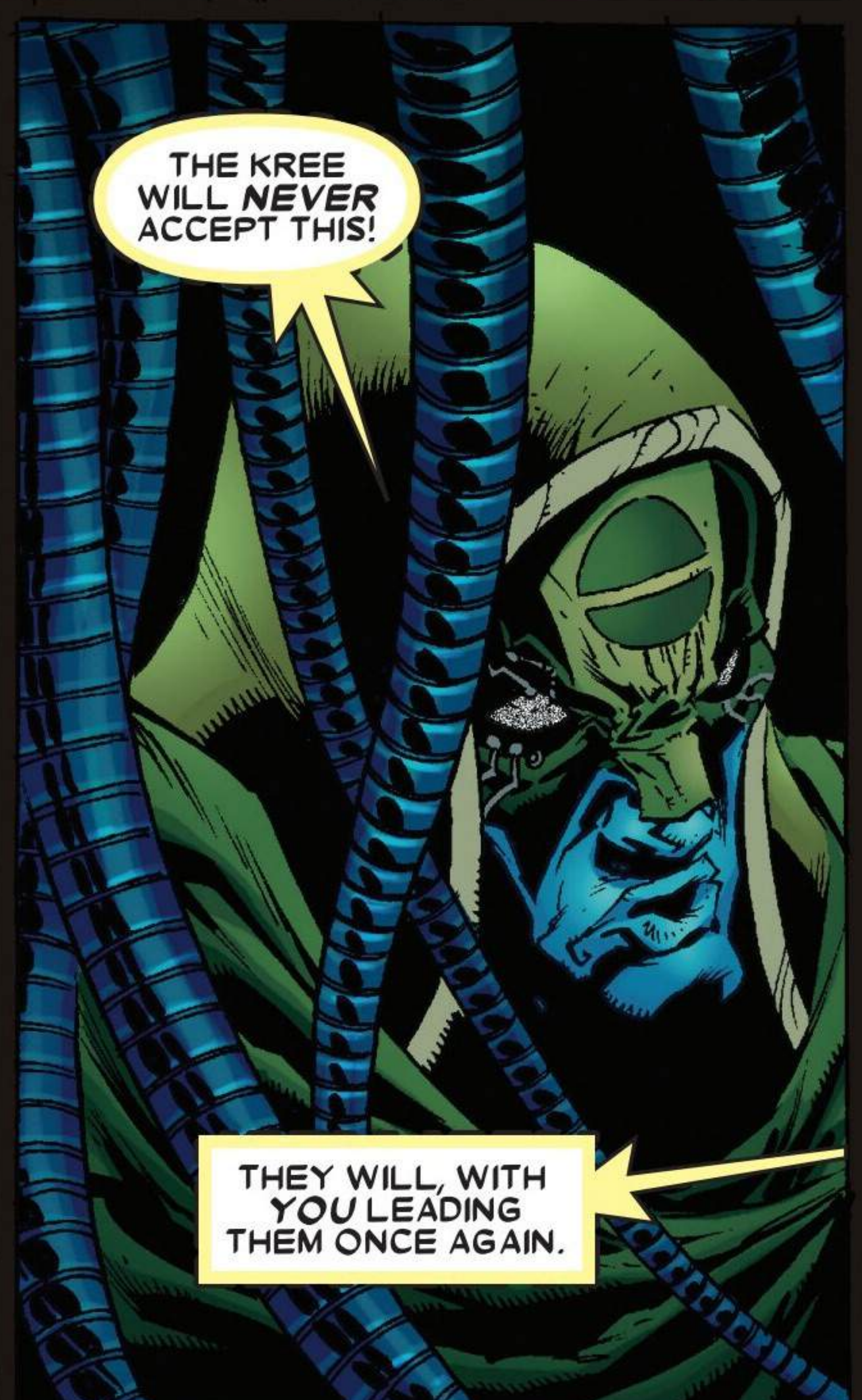


THE PHALANX COULD GO
THROUGH EVERY KREE
WORLD--PLANET BY
PLANET--MAKING EVERY
LIVING THING AS WE
ARE...BUT AS WITH OUR
INITIAL STRIKE, WE SEEK
A QUICKER CONQUEST.

BY REACTIVATING THE
SUPREMOR, WE WILL
RELEASE A PSYCHIC
ECHO ACROSS SPACE.
A MENTAL MESSAGE
THAT WILL PENETRATE
EVERY CONSCIOUSNESS
IN THE GALAXY--
IMMEDIATELY TURNING
ALL THE KREE TO
OUR CAUSE.

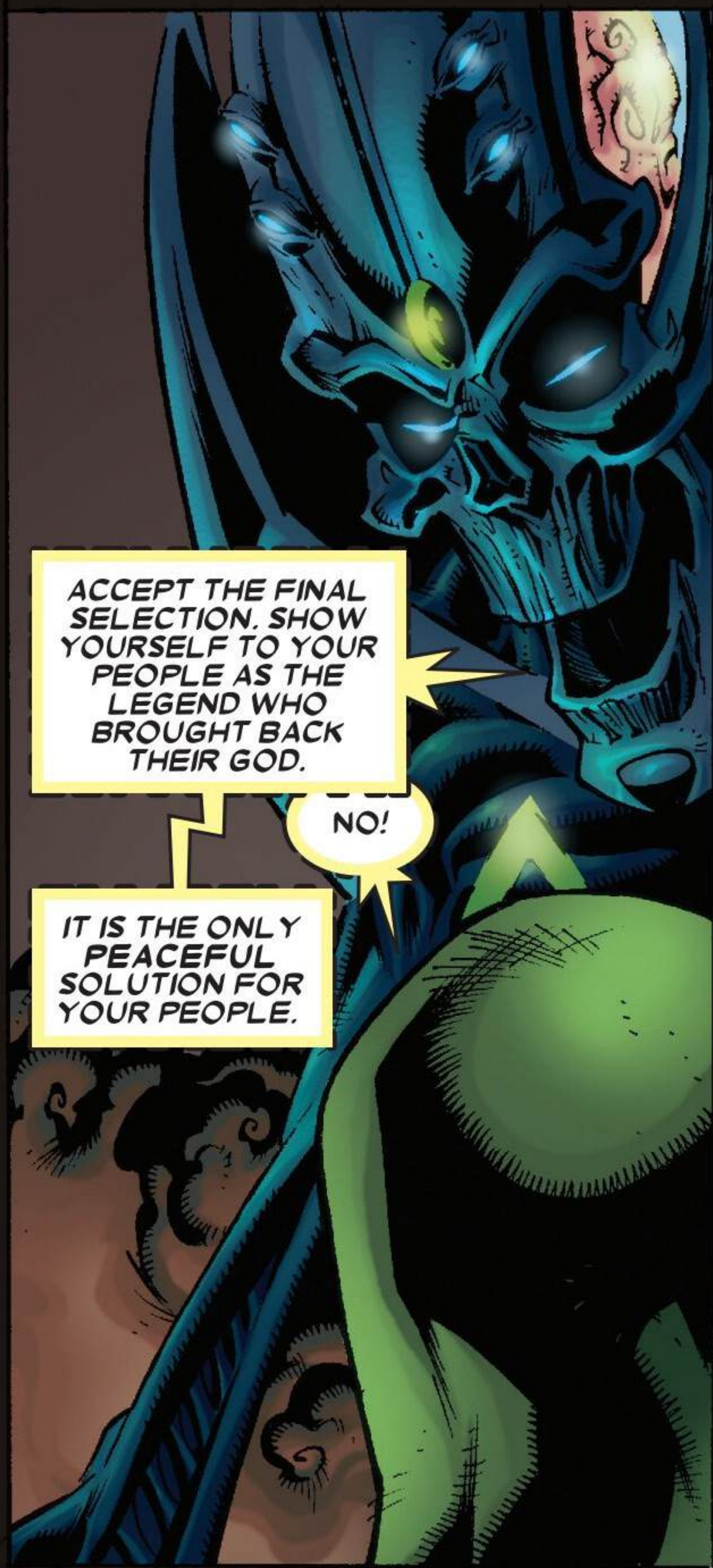


WITHIN HOURS THERE
WILL BE AN END TO ALL
REBELLION AND CONFLICT.
THE KREE WILL CHOOSE
TO BECOME ONE WITH US,
BECAUSE THEIR GOD
COMMANDS IT!



THE KREE
WILL NEVER
ACCEPT THIS!

THEY WILL, WITH
YOU LEADING
THEM ONCE AGAIN.



ACCEPT THE FINAL SELECTION. SHOW YOURSELF TO YOUR PEOPLE AS THE LEGEND WHO BROUGHT BACK THEIR GOD.

NO!

IT IS THE ONLY PEACEFUL SOLUTION FOR YOUR PEOPLE.



THE PHALANX MUST FIND WAYS OF AUGMENTING ITS POWER. CONQUERING THE KREE IS ONE SUCH WAY.

BUT IF WE CANNOT BRING THE KREE EMPIRE INTO THE FOLD...

...WE WILL HAVE NO CHOICE BUT TO PHASE THIS GALAXY INTO OBLIVION-- SIMULTANEOUSLY KILLING EVERY KREE MAN, WOMAN AND CHILD.



DAMN YOU! I WILL DESTROY YOU AND THIS WEAPON!

LASH OUT AS YOU WISH. ANOTHER WILL TAKE MY PLACE. THE PHALANX CANNOT DIE--AND NEITHER CAN YOUR GOD.



BUT KNOW THAT YOUR RAGE IS ONLY A SIGN OF YOUR DEEPER UNDERSTANDING. YOUR PEOPLE WILL EVOLVE...

...OR DIE.



YOU CAN BE THE ARCHITECT OF EITHER THEIR GLORY...

...OR THEIR DOOM.



THE PARASITE SYSTEM...FOR WEEKS WE'VE USED THE MASSIVE INTERFERENCE CAUSED BY THIS CONFLAGRATION OF A BLACK HOLE AND A STAR TO MASK OURSELVES AND CONDUCT HIT-AND-RUN ATTACKS ON PHALANX CONVOYS...

...BUT TODAY OUR EYES MAY HAVE BEEN BIGGER THAN OUR STOMACHS.

FIRE ALL BATTERIES! WE NEED TO SCORE A CRIPPLING BLOW THIS ROUND OR WE'RE ALL DEAD!

RA-VENN, THE PHALANX WARSHIP IS COMPROMISED! MULTIPLE *DIRECT HITS* TO THEIR CORE REACTOR!

WE'RE NOT IN RANGE TO HIT THEIR CORE...

"...WHO HIT THEM?"



TO WHAT
DO WE OWE YOUR
ASSISTANCE?

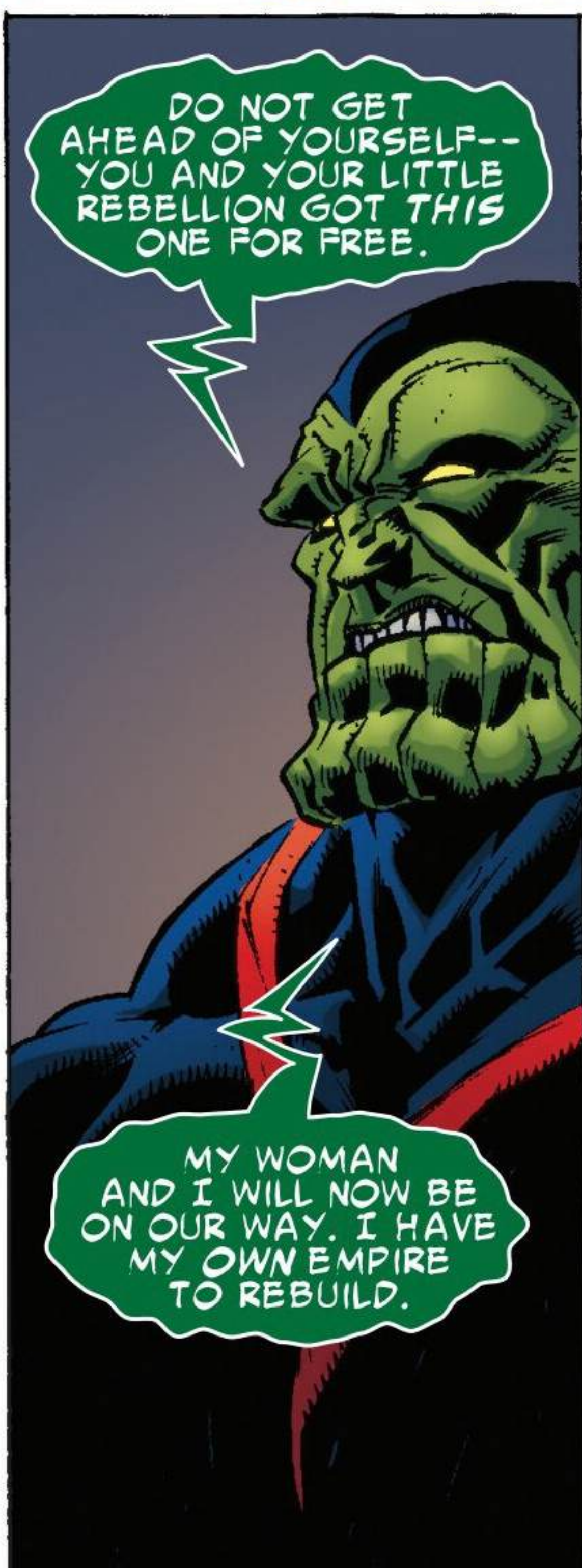
TO BEING
LUCKIER THAN
ANY KREE HAS
THE RIGHT.

I WAS GUIDED
HERE. TOLD I WOULD
FIND THE MAN WITH THE
SIGNET RING.



YET IT SEEMS
ALL PATHS LEAD
TO YOU.

INDEED.
ONCE AGAIN,
OUR DESTINIES
APPEAR TO BE
INTERWINED.



DO NOT GET
AHEAD OF YOURSELF--
YOU AND YOUR LITTLE
REBELLION GOT THIS
ONE FOR FREE.

MY WOMAN
AND I WILL NOW BE
ON OUR WAY. I HAVE
MY OWN EMPIRE
TO REBUILD.



THE PHALANX HAS SHUNTED
THIS ENTIRE GALAXY OUT OF
SYNCH WITH THE REST OF THE
UNIVERSE...THERE IS
NO EXIT...

...AND NOW OUR
INTELLIGENCE TELLS US
THE PHALANX IS PREPARING
SOME KIND OF *PSYCHIC*
WEAPON. THEY HAVE BEEN
WATCHING US SINCE THEIR
INITIAL CONQUEST...

...THIS MAY
BE THE STRIKE
THEY HAVE BEEN
WAITING FOR.



THE ONLY
WAY OUT IS
TO FIGHT.



YOU DO NOT SAY?

GRAL-FRANGING KREE, HOW MANY TIMES AM I GOING TO HAVE TO SAVE YOUR BLUE SKINS?



YOU WILL HAVE MY FIRE.

HIS, TOO.



AND YOU?

ONLY FINDING THE MURDERER OF MY PARENTS MATTERS.



AND YOU THINK YOU CAN FIND HIM ALONE? A MAN NEW TO THE GALAXY, WITH NO KNOWLEDGE OF ITS PEOPLE OR PLACES?

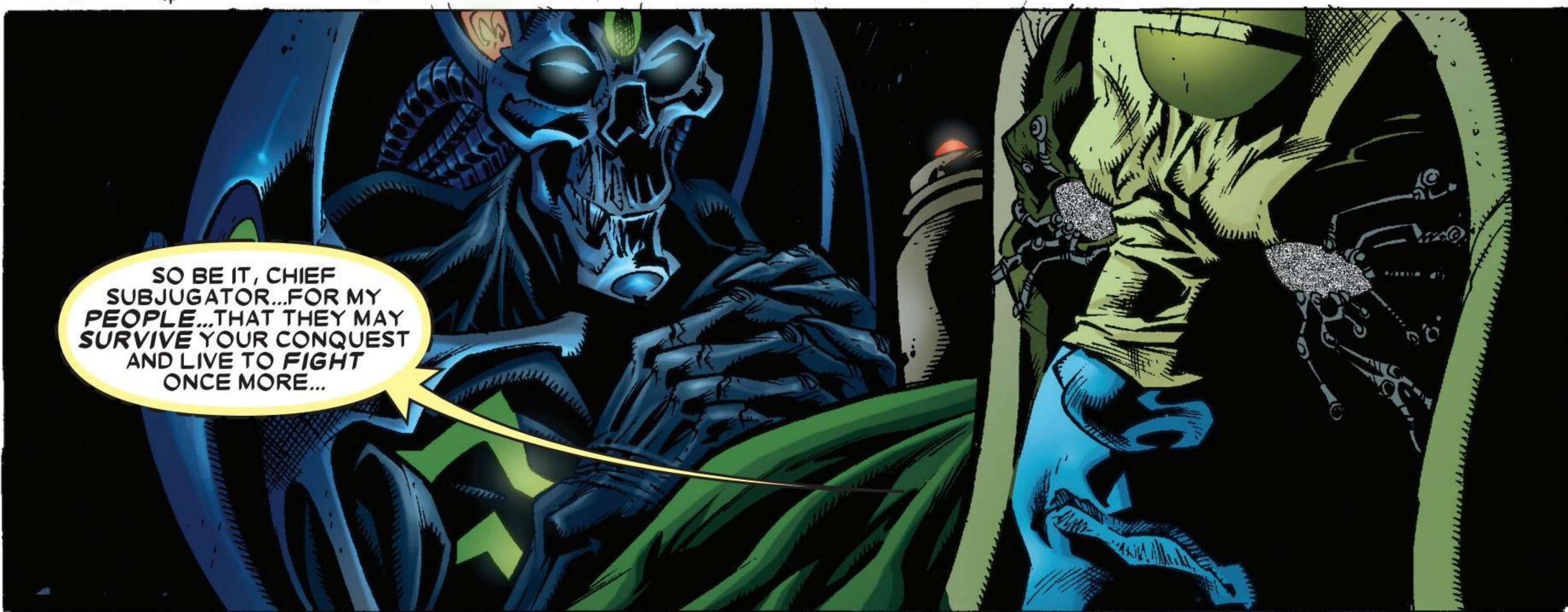
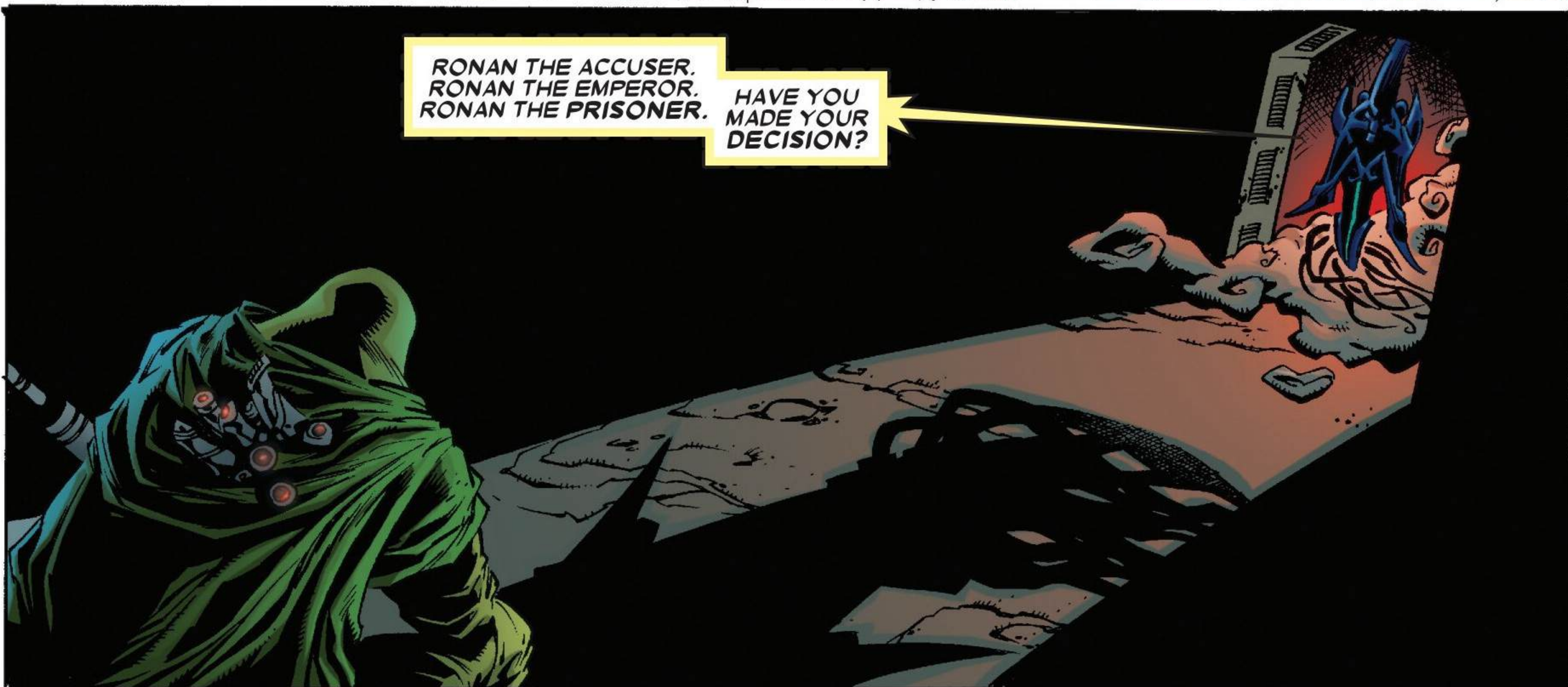
ARE YOU IMMUNE TO ALL OF THE PHALANX'S WEAPONS? DO YOU THINK YOU CAN SURVIVE WHATEVER MONSTROSITY THEY PLAN TO UNLEASH UPON US?

DO YOU THINK YOUR QUARRY CAN?

BECAUSE THERE IS ONE THING I CAN PROMISE. IF WE LOSE THIS WAR, YOU WILL BE SEEKING THE KILLER OF YOUR PARENTS THROUGH THE RUINS OF THE KREE EMPIRE...

...BUT IF YOU FIGHT BY OUR SIDE, EVERY MEMBER OF OUR ARMY WILL PLEDGE THEMSELVES TO HELP YOU FIND THE MAN YOU SEEK.





...I
WILL FIGHT BY
YOUR SIDE!

...I
WILL FIGHT BY
YOUR SIDE!





THE KREE WORLD REI-UAJ

CAPTIVITY DOES
STRANGE THINGS
TO A POPULATION.

THIS WAS SUPPOSED TO
BE A SIMPLE KIDNAPPING--
OUR TARGET WAS
A PHALANX SCIENTIST.

BUT THIS KREE FACTION
HAS RISEN IN WORSHIP OF
THE PHALANX--THEY GO
BY THE PITIFUL NAME OF
"THE KREE-LANX."

FWOOM

THUNK

ONE OF THEM FOUND
HIS WAY INTO THE
REBELLION AND GAVE
UP OUR POSITION.

PRAXAGORA,
WE HAVE TO
FIND PALEFACE--
MOVE IT!

SWEET
SONS OF
SL'GUR'T.



SUPER-SKRULL,
I HAVE THE SCIENTIST--
AND THE TRAITORS HAVE
BEEN *FINISHED*.

MAY
WE GO?

ASTEROID FIELD, DOLLING

EVEN AS I RETURN TO THE REBELLION WITH A PRISONER WHO REVEALS THE LOCATION OF THE PHALANX'S SUPER-WEAPON, ALL I GET IS THE SENSE THAT THEY RESENT FIGHTING ALONGSIDE BEINGS WITH POWERS BEYOND THEIR COMPREHENSION...

YOU MURDERED NINE CIVILIANS!

THEY WERE COLLABORATORS, ALIGNED WITH THOSE WHO WOULD SELL YOUR RACE INTO SLAVERY.

THEY DID NOT DESERVE--

YOU MADE A DEAL WITH ME TO WIN THIS WAR...

...WHEN THE TIME COMES, I EXPECT YOU TO GIVE ME WHAT YOU OWE WITH EQUAL DISPATCH.

THEN TAKE THIS. SALVAGED FROM AN IMPERIAL DATA HAVEN.

THE SIGNET WORN BY THE MURDERER OF YOUR PARENTS IS THE SYMBOL OF A **SECRET SOCIETY**-- MEMBERS OF THE KREE MILITARY ARISTOCRACY WHO TOOK IT UPON THEMSELVES TO **SANCTION** THREATS TO THE EMPIRE. THE SOCIETY DISBANDED YEARS AGO, BUT KNOWING THIS WILL HELP IDENTIFY YOUR TARGET...

RA-VENN-- YOU NEED TO COME TO THE LAB--WE'VE HACKED THE PHALANX SCIENTIST...

WE ONLY HAVE HOURS BEFORE THEIR WEAPON IS DEPLOYED!

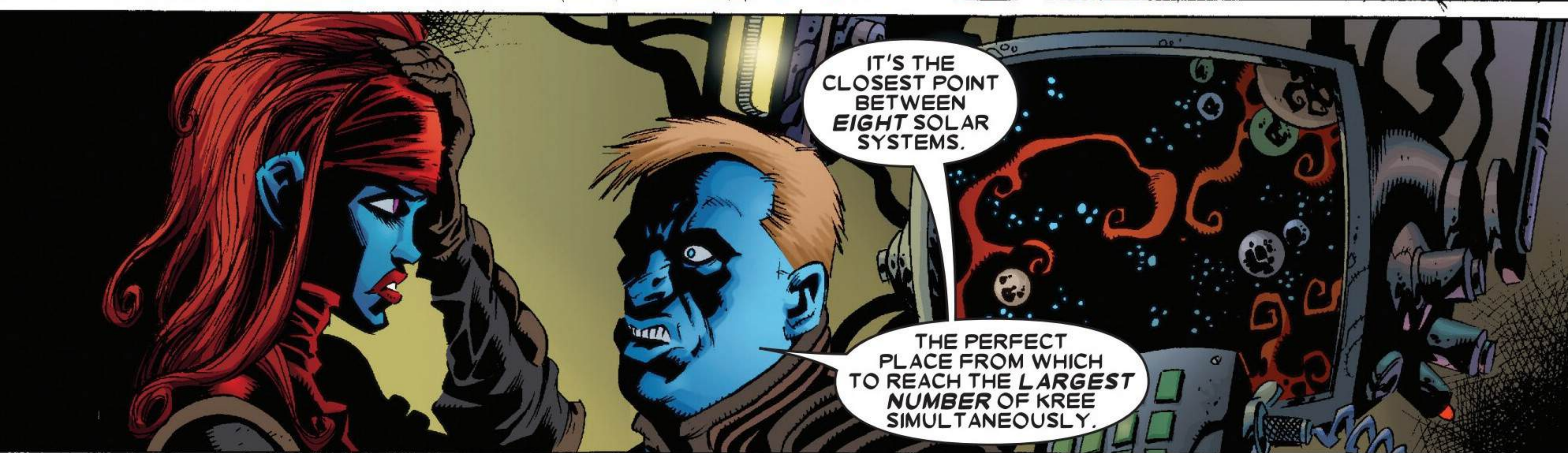
...WITH EQUAL DISPATCH.

I SOMETIMES THINK SHE PRAYS FOR MY SOUL...IF SHE BELIEVES I HAVE ONE.



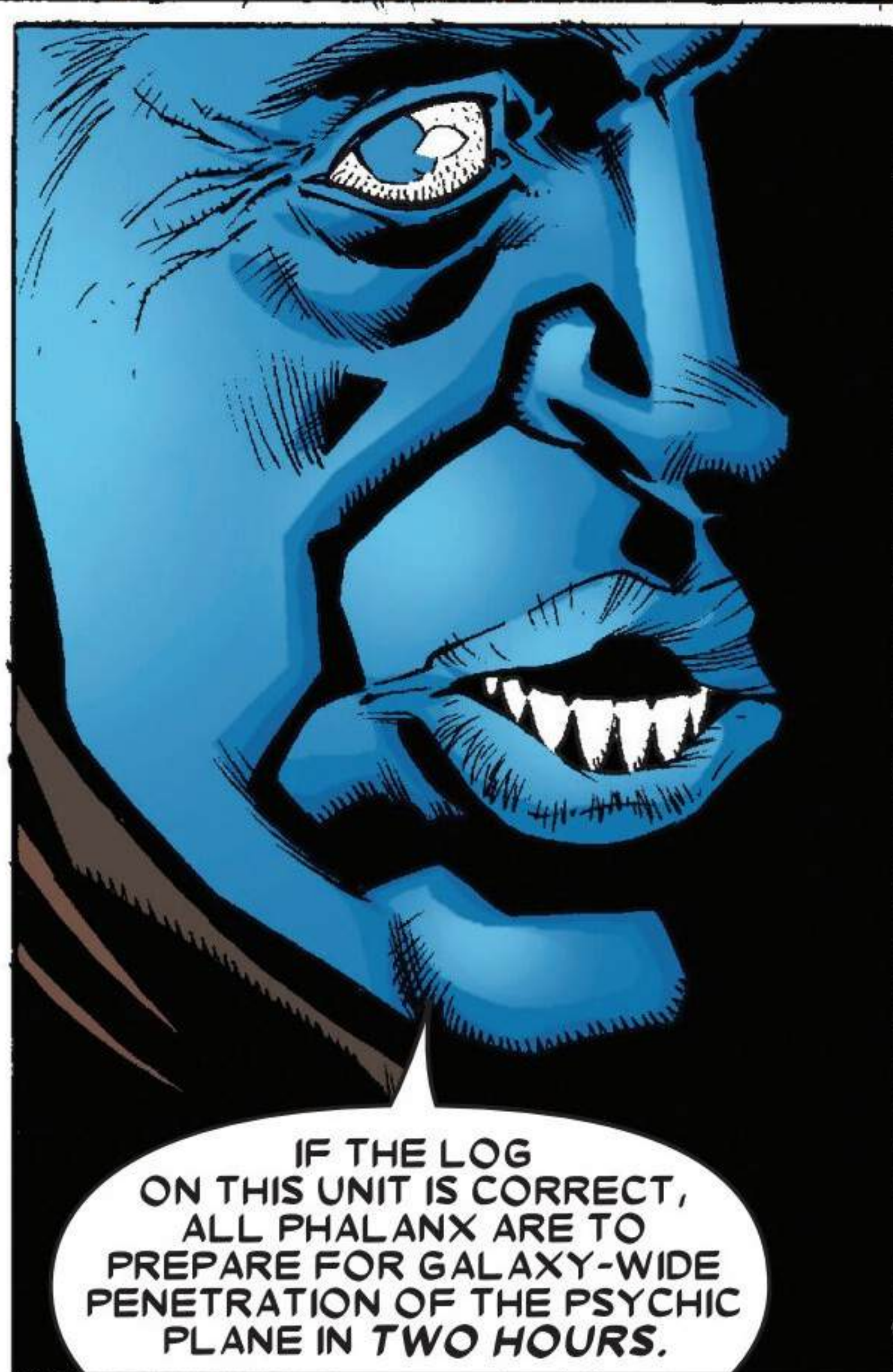
THE SCIENTIST'S
MEMORY CORE--A RECORD
OF ALL THE ORDERS IT
RECEIVED UNTIL IT WAS
DISCONNECTED FROM THE
PHALANX NETWORK.

THIS ONE
WAS COORDINATING
LOGISTICS FOR A PHALANX
FLEET MASSING NEAR THE
KIRVATI PASS.

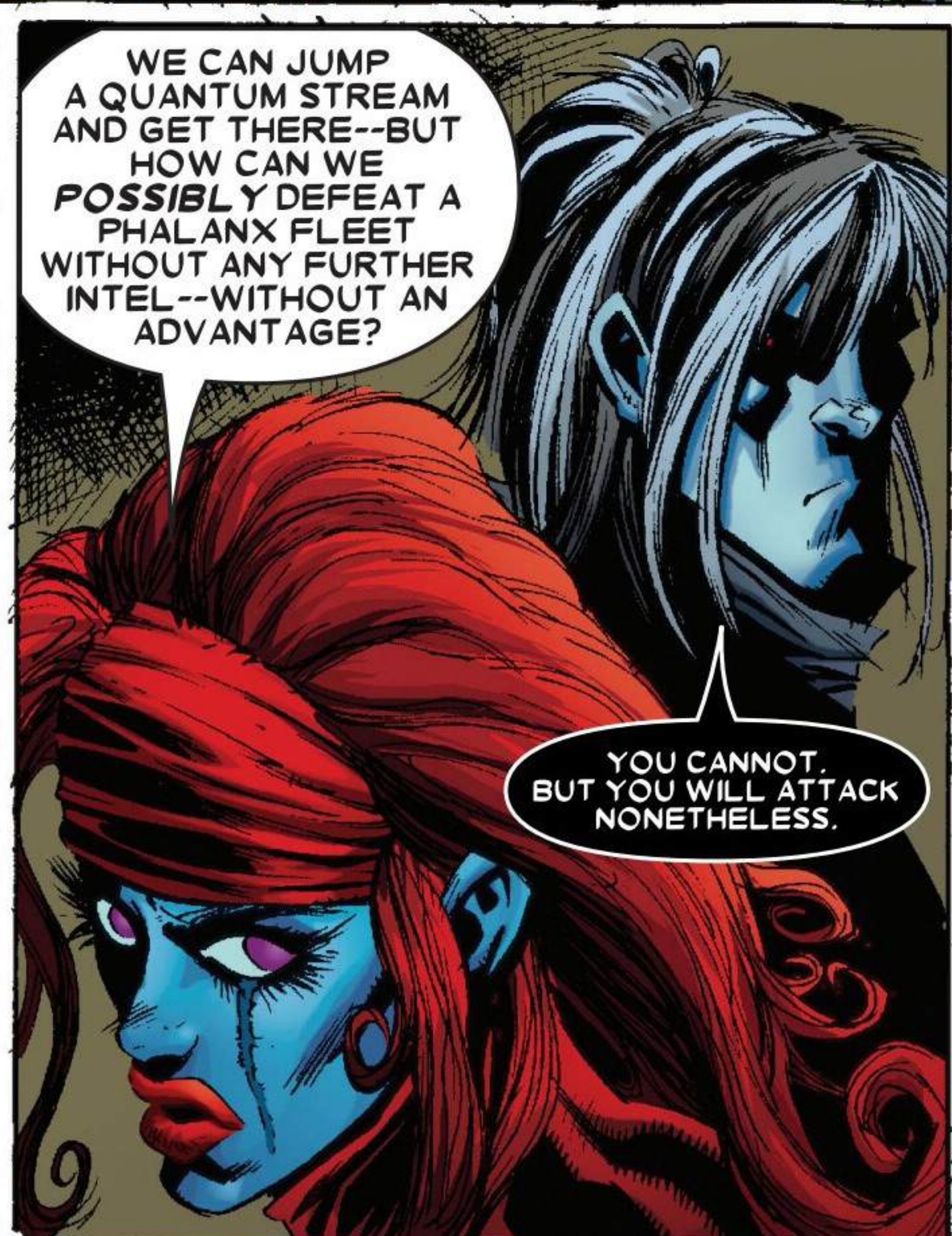


IT'S THE
CLOSEST POINT
BETWEEN
EIGHT SOLAR
SYSTEMS.

THE PERFECT
PLACE FROM WHICH
TO REACH THE LARGEST
NUMBER OF KREE
SIMULTANEOUSLY.



IF THE LOG
ON THIS UNIT IS CORRECT,
ALL PHALANX ARE TO
PREPARE FOR GALAXY-WIDE
PENETRATION OF THE PSYCHIC
PLANE IN TWO HOURS.



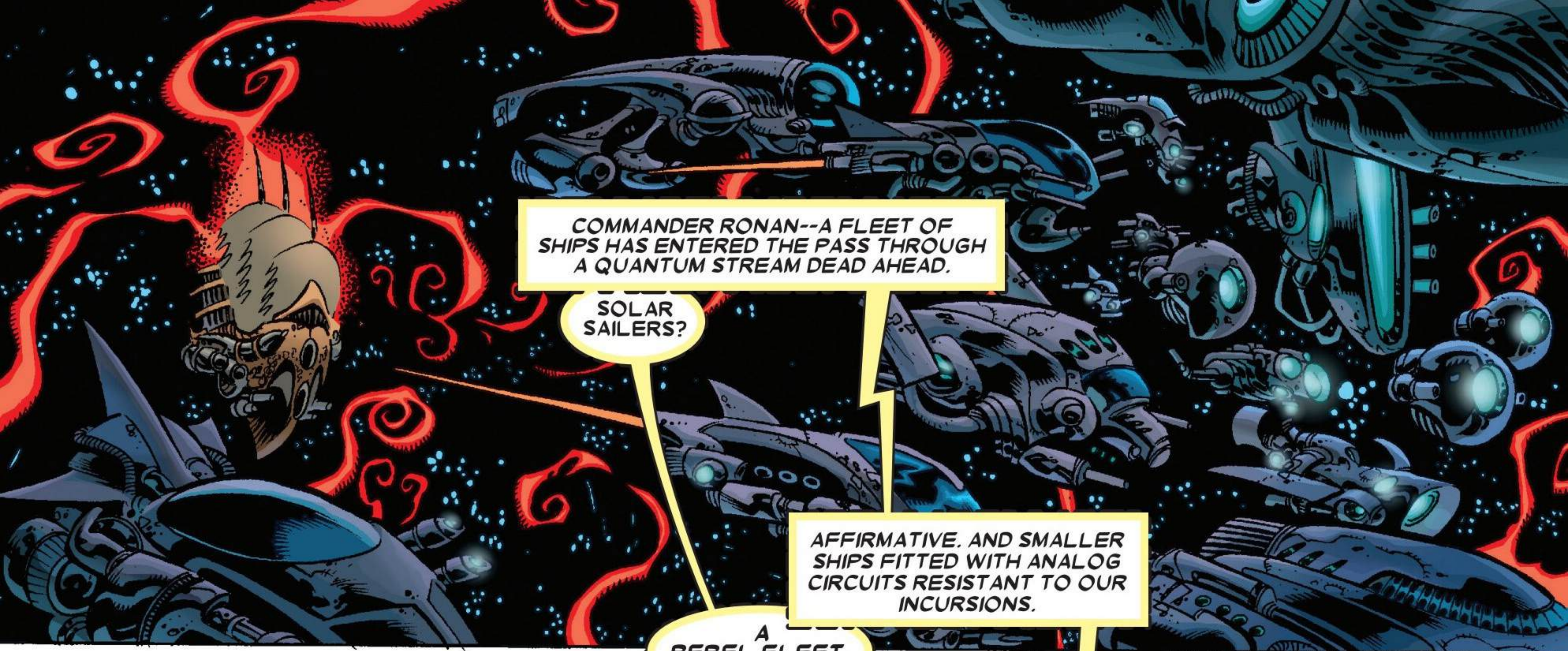
WE CAN JUMP
A QUANTUM STREAM
AND GET THERE--BUT
HOW CAN WE
POSSIBLY DEFEAT A
PHALANX FLEET
WITHOUT ANY FURTHER
INTEL--WITHOUT AN
ADVANTAGE?

YOU CANNOT.
BUT YOU WILL ATTACK
NONETHELESS.



THEY WILL BE
FORMIDABLE. YOU WILL
MAKE A STAND BEFORE
THEIR SUPER-WEAPON, AND
YOUR FLEET WILL BE
DECIMATED.

IT IS
THE ONLY
WAY.



COMMANDER RONAN--A FLEET OF SHIPS HAS ENTERED THE PASS THROUGH A QUANTUM STREAM DEAD AHEAD.

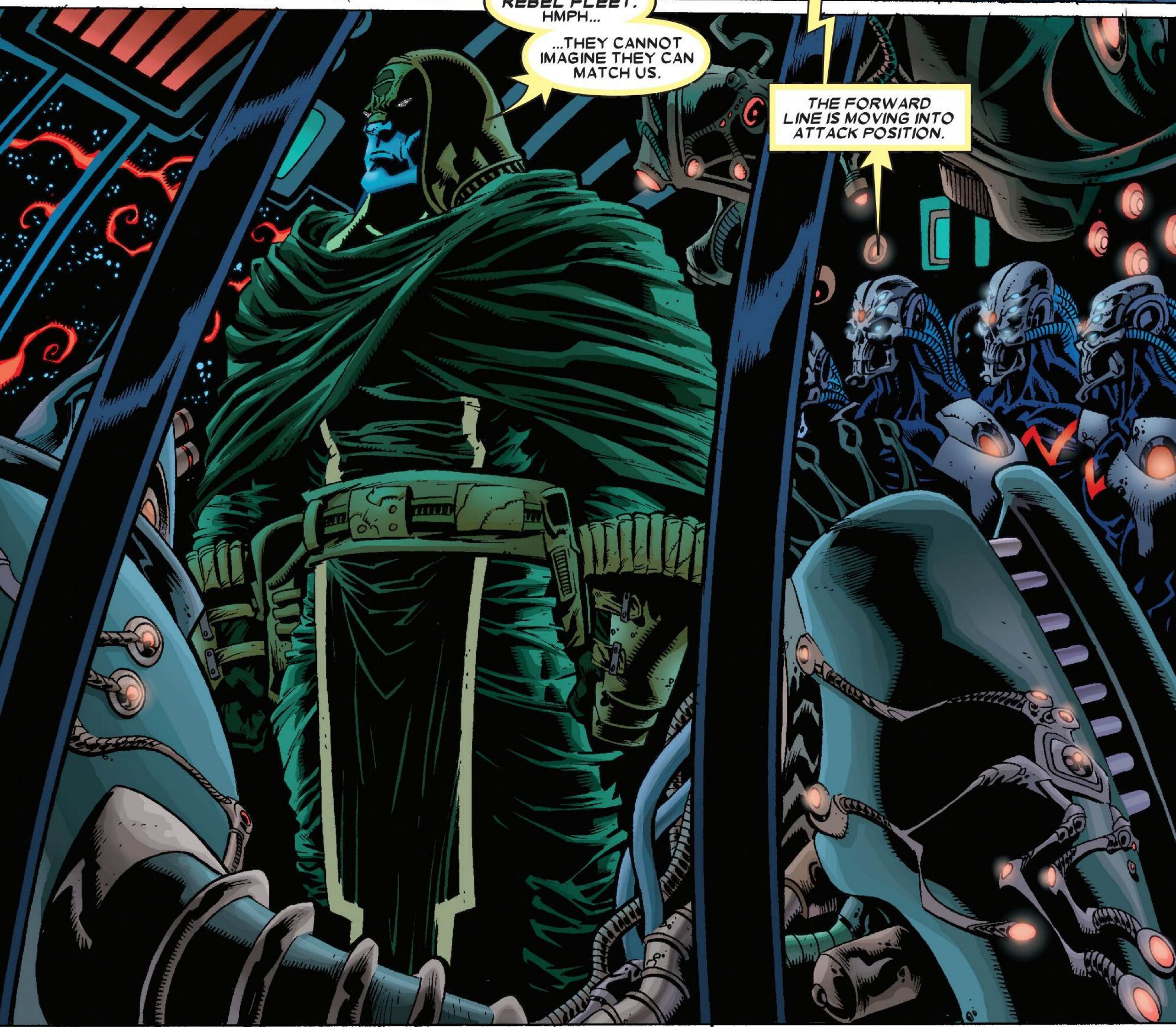
SOLAR SAILERS?

AFFIRMATIVE. AND SMALLER SHIPS FITTED WITH ANALOG CIRCUITS RESISTANT TO OUR INCURSIONS.

A REBEL FLEET. HMPH...

...THEY CANNOT IMAGINE THEY CAN MATCH US.

THE FORWARD LINE IS MOVING INTO ATTACK POSITION.



DESTROY THEM ALL.



WE HAVE BEEN IN BATTLE FOR LESS THAN FIFTEEN MINUTES, AND HALF OUR FRONT LINE HAS BEEN DESTROYED--WE CAN'T EVEN GET NEAR THE FLAGSHIP!

JUST LIKE WRAITH SAID IT WOULD BE.

WE'RE TAKING HEAVY DAMAGE--STRUCTURAL INTEGRITY AT SEVENTY PERCE--



DA-VALL...

...ONE MORE HIT... WON'T BE ABLE TO...ESCAPE...

TAKE US BACK INTO THE QUANTUM STREAM--IT'S OVER!



PHALANX WEAPON DEPLOYMENT: 30 MINUTES

COMMANDER, IT IS A ROUT.
THE REBEL FLEET HAS TACKED
BACK INTO THE QUANTUM
STREAM. SHALL WE PURSUE?

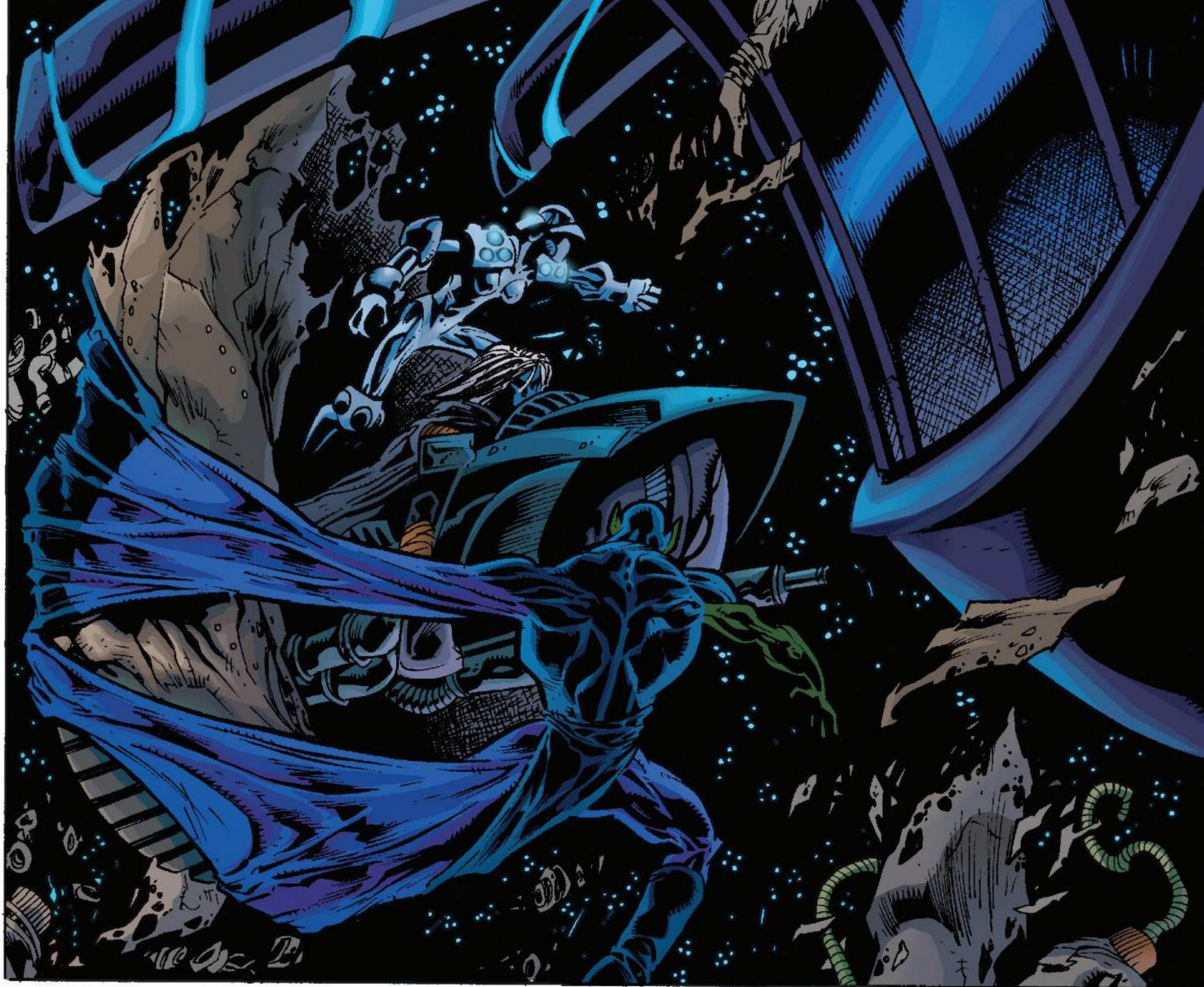
NO. SOON
OUR WEAPON WILL
WASH OVER THE
GALAXY--THEY WILL
SUBMIT, AS WILL
EVERY OTHER
KREE.

CONTINUE THE
WEAPON COUNTDOWN
AND SWEEP THE DEBRIS
FIELD LEFT BY THE
BATTLE TO PREVENT
ANY DAMAGE TO OUR
SYSTEMS.

LOOKS LIKE
THE MEN DIED
WELL...TIME TO
DO OUR BIT...



**ANOMALY DETECTED IN
THE DEBRIS FIELD-- NO
BIOLOGICAL SIGNATURES
OF ANY KIND.**



**THE EMERGENCY
FORCE-FIELDS ARE
HOLDING--THEY
WILL THINK THEY
WERE HIT BY
WRECKAGE.**



NO BODIES? NO SURVIVORS?

**SENSORS ARE
BLOCKED BY THE
DEBRIS FIELD.**

THE
ENTIRE ATTACK...
DRONES?

**THERE HAVE BEEN MINOR
IMPACTS AND BREACHES INTO
OUR HULL IMPEDING
COMPREHENSIVE SCANS.**



HULL BREACHES?

**SOUND THE ALARM--
SCRAMBLE INTERNAL
SECURITY!**



OR
NOT.



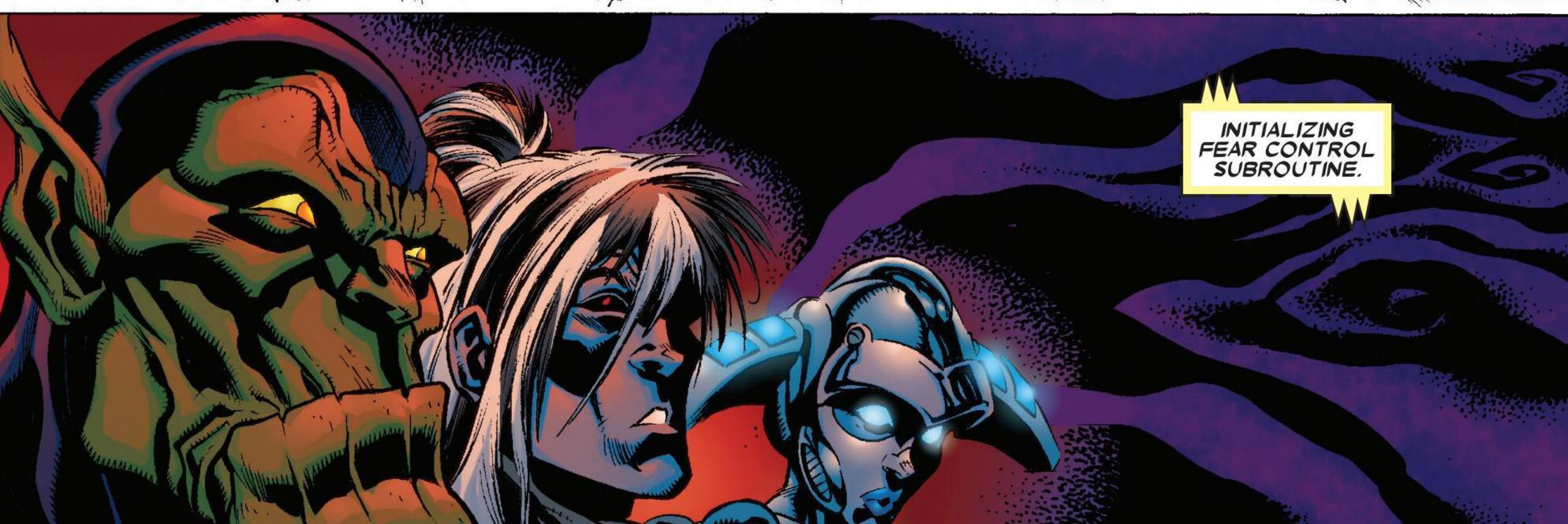
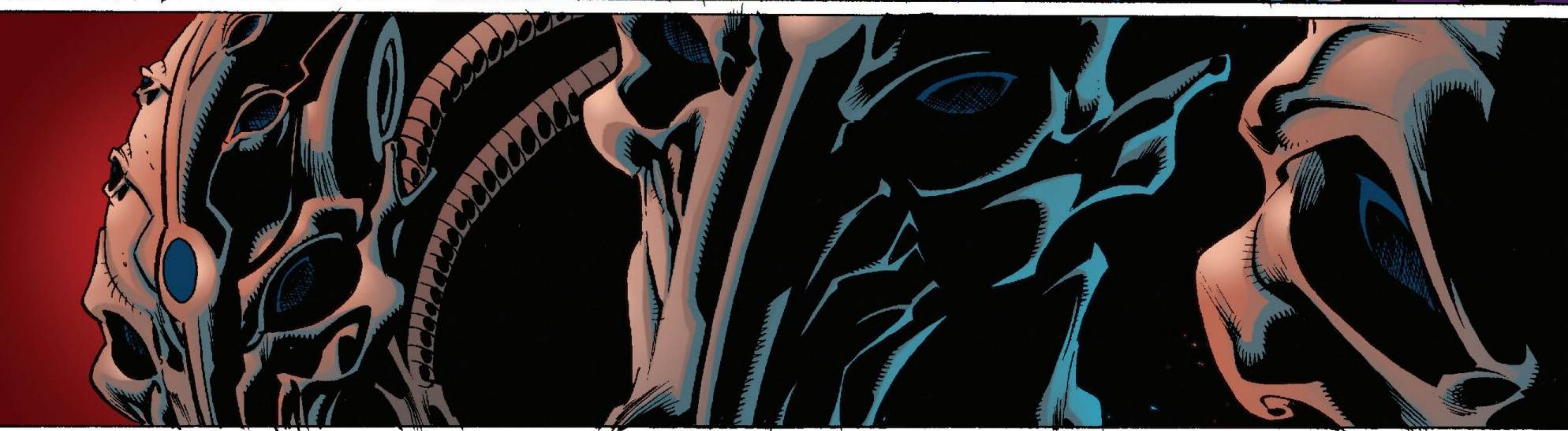
**WE CAN
STILL REACH
THE WEAPON--
MOVE!**



WEAPON DEPLOYMENT: 20 MINUTES



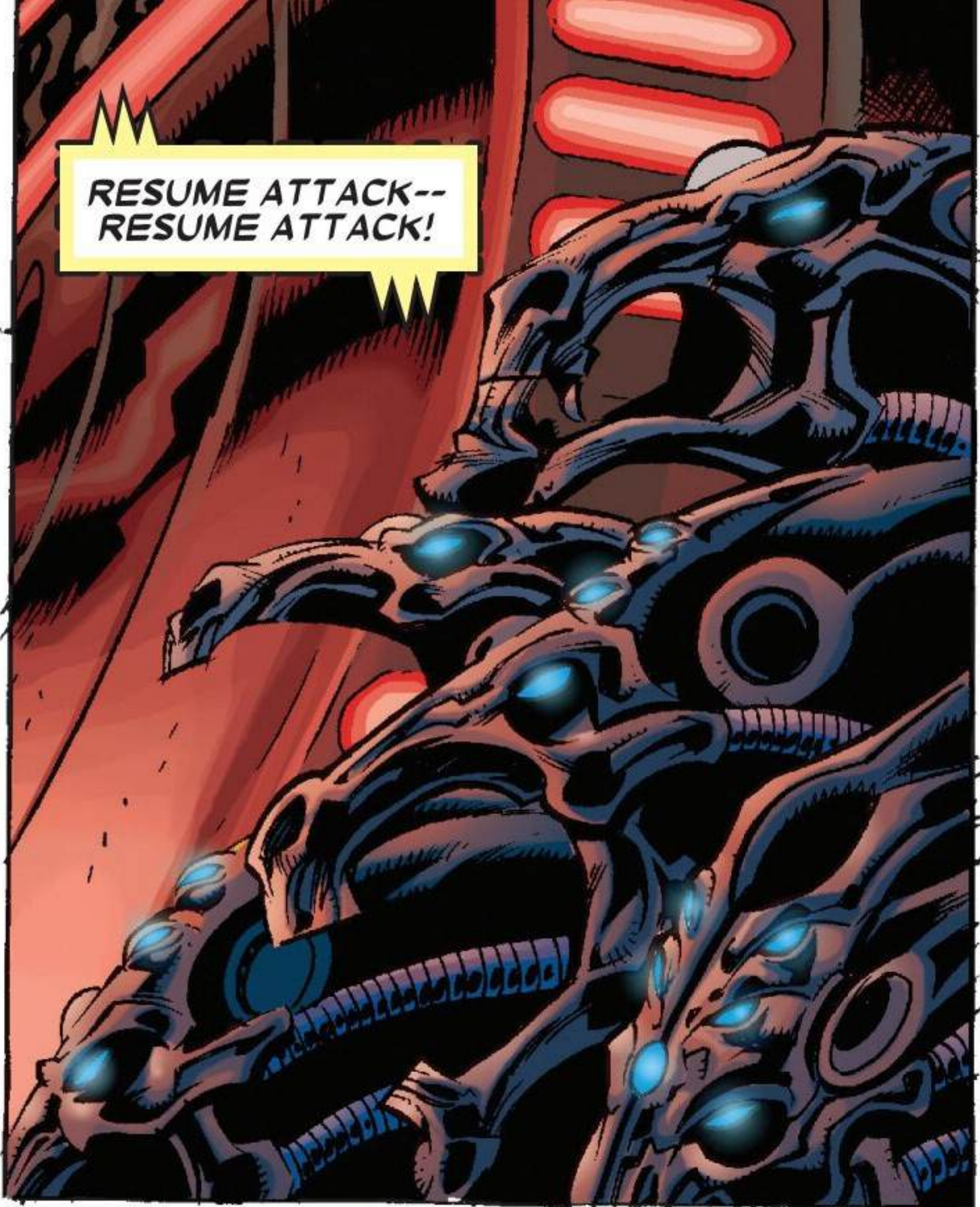
TIME TO UNLEASH
MY CURSE, THE EXOLON
SYMBIOTES, WHICH
THESE MACHINES FEAR.



INITIALIZING
FEAR CONTROL
SUBROUTINE.



FEAR CONTROL
SUBROUTINE?

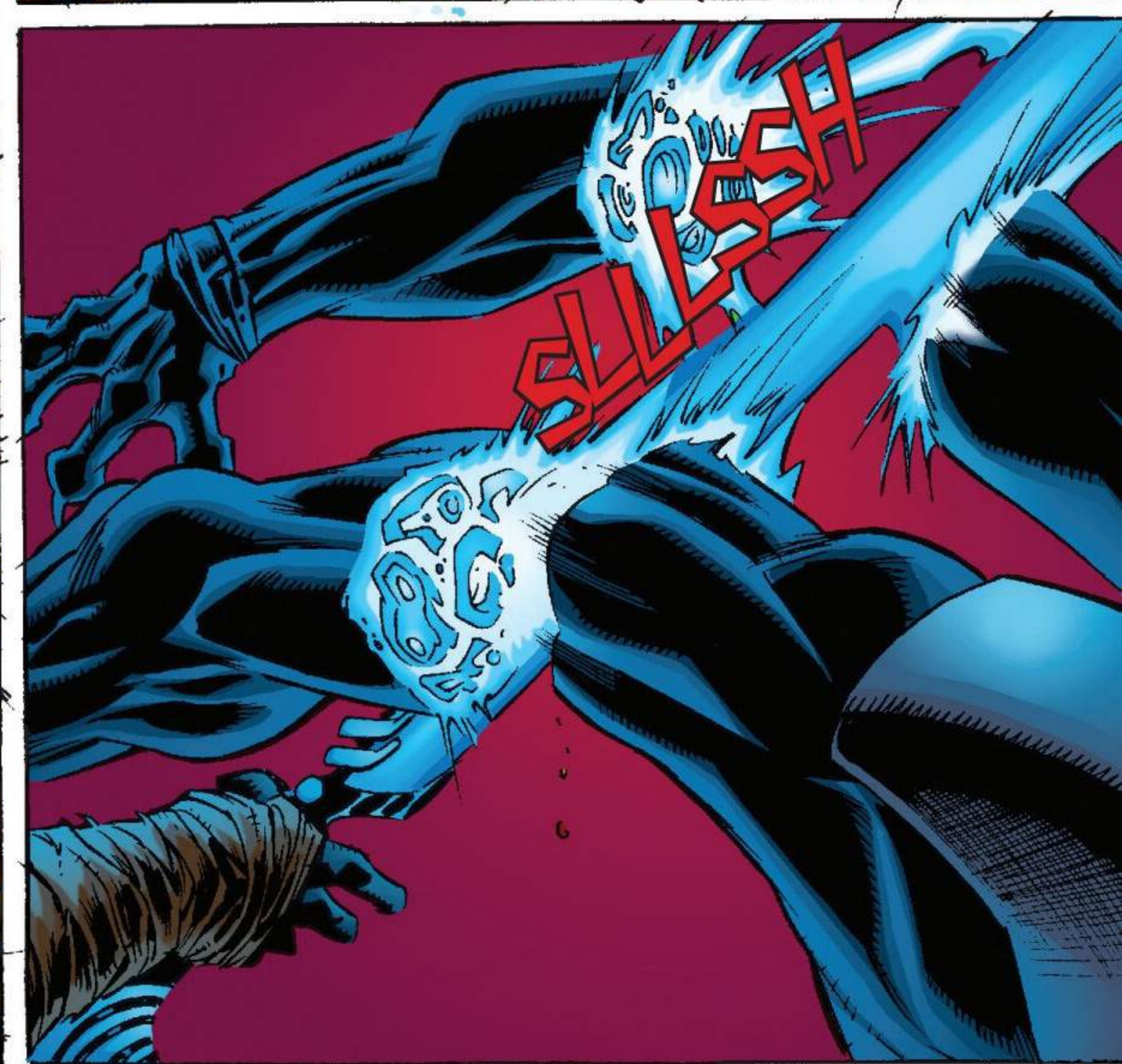


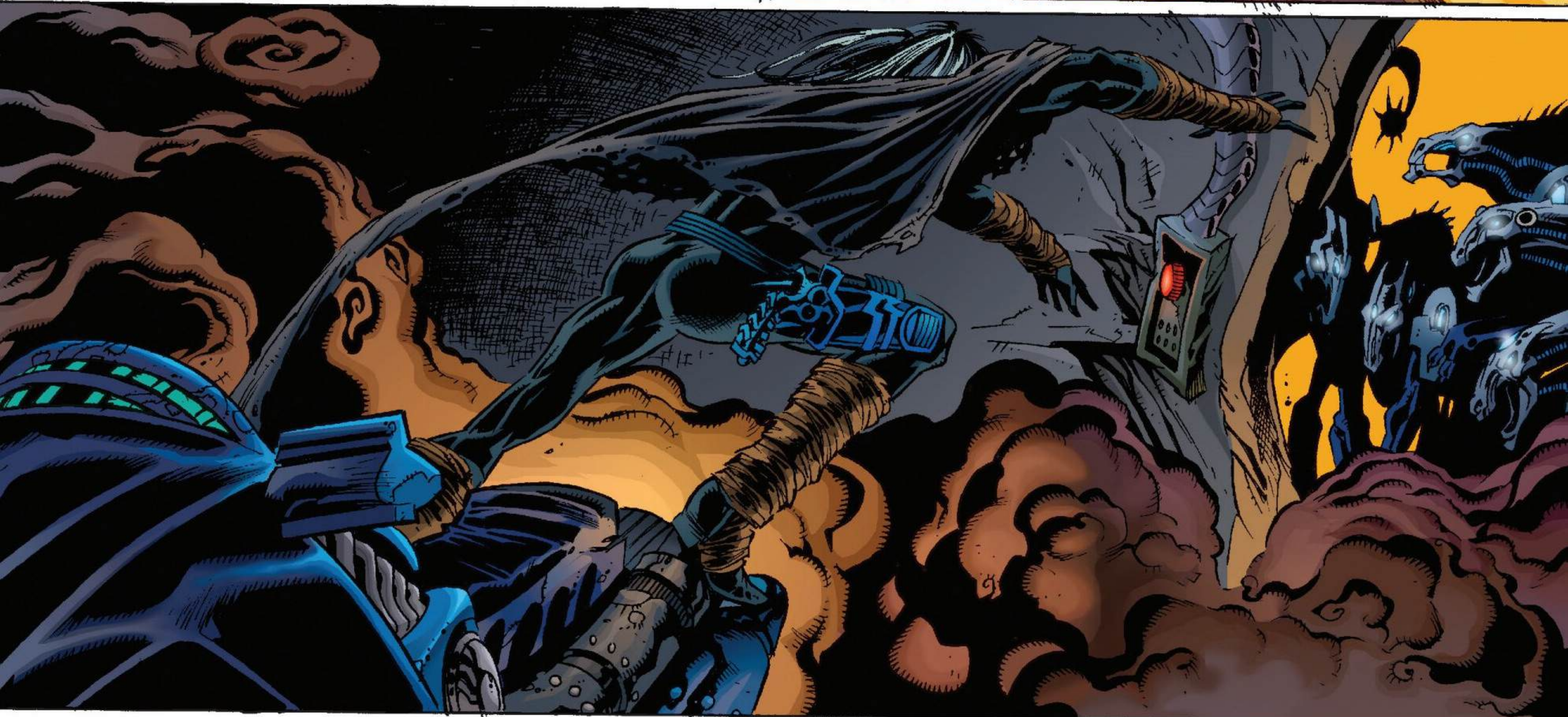
RESUME ATTACK--
RESUME ATTACK!



THEY
REPROGRAMMED--
TO COUNTERMEASURE
WRAITH'S ABILITIES!









I AM MUCH MORE.



I HAVE BEEN WAITING FOR YOU.



I CALLED YOU HERE. I WAITED FOR YOU TO COME...



...AND YOU HAVE MADE ME PROUD.



FATHER?



I DON'T UNDERSTAND.

SUPREMOR BROUGHT ME BACK FROM THE AFTERWORLD--TO SUMMON YOU.



FROM HIS LIVING DEATH, SUPREMOR REACHED OUT--USING ALL OF HIS STRENGTH--TO TASK HEROES WITH THE SURVIVAL OF THE KREE...

...YOU, MY SON, ARE ONE OF THE CHOSEN.

YOU HAVE HEARD THE WORD OF GOD.



THE QUEST YOU GAVE ME. IT WAS ALL A RUSE? TO DO SOMEONE ELSE'S BIDDING?

MY FATHER WOULD NEVER DECEIVE ME!

NO, SON. WHAT YOU TRULY SEEK IS HERE.



I AM YOUR FATHER, ZAK-DEL--BUT I CAN ONLY REACH YOU THROUGH SUPREMOR...

...AND OF ALL THE KREE IN THIS GALAXY--ONLY YOU CAN SAVE HIM.

HOW? WHY?



THE EXOLON.



WHEN THE PHALANX WEAPON IS ACTIVATED, THE SOUL OF SUPREMOR WILL BE RELEASED FROM HIS LIVING DEATH--MODIFIED TO **DESTROY** THE KREE.

BUT THE EXOLON HAVE THE POWER TO ABSORB HIS SOUL. TO **FREE** HIM FROM THE PHALANX MACHINERY.



YOU **LIED** TO ME.

I SAID WHAT YOU NEEDED TO HEAR.

NOW HEAR THIS. IF ALL YOU WANT IS REVENGE, THEN **LEAVE THE WEAPON BE.**

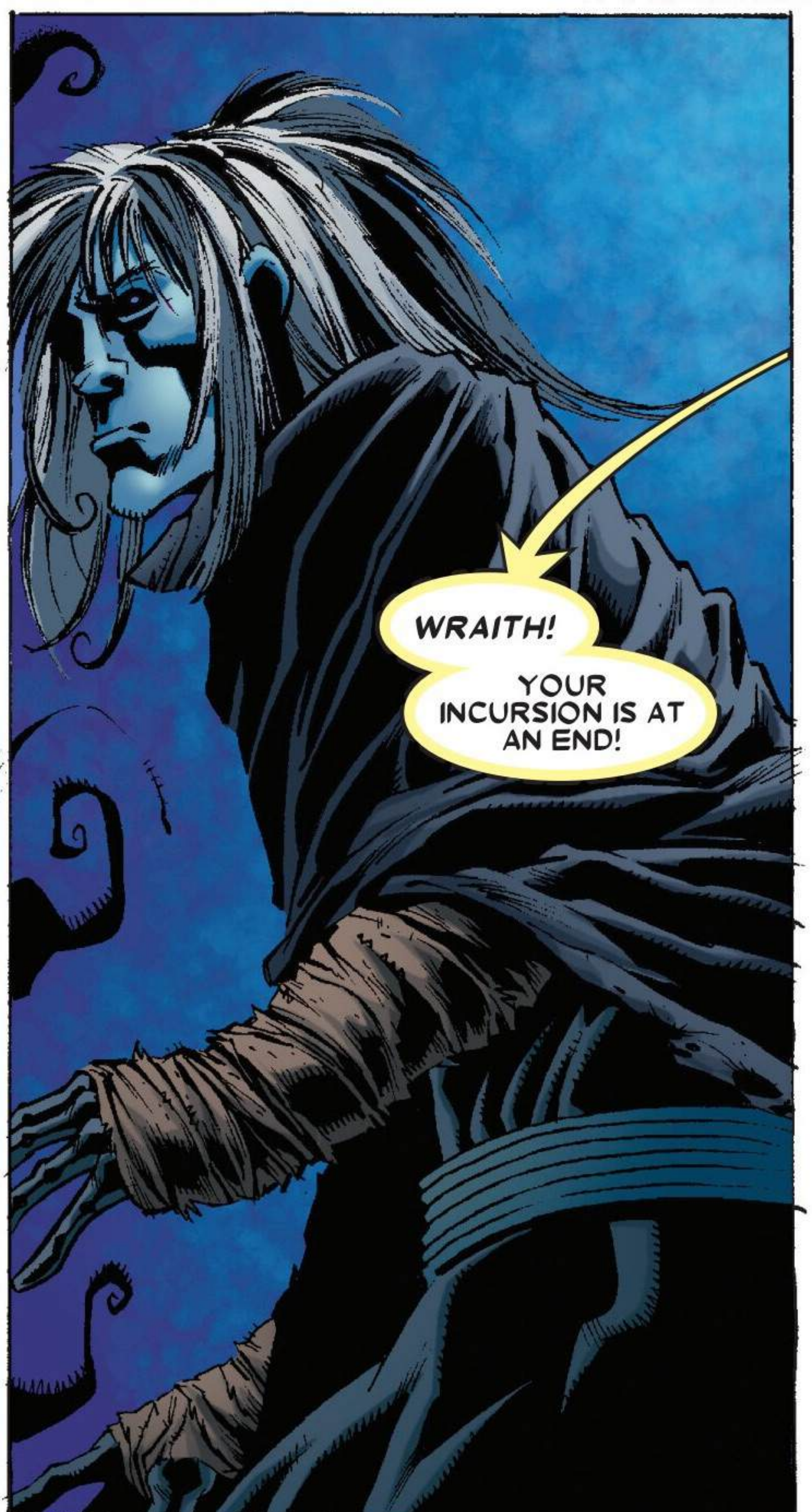
THE MAN WITH THE SIGNET RING WILL BE ASSIMILATED--ETERNAL SLAVERY TO THE PHALANX IS A PUNISHMENT WORSE THAN DEATH.



BUT IF YOU SUMMON THE EXOLON TO TAKE THE SOUL OF SUPREMOR, YOU WILL BECOME BEARER OF THE KREE GODHEAD. YOU WILL CARRY WITHIN YOU A BRAVE NEW FUTURE FOR THESE PEOPLE. YOU WILL ACHIEVE WHAT WAS DENIED TO ME...



...YOU WILL BE A **HERO.**



WRAITH!

YOUR INCURSION IS AT AN END!

WEAPON
DEPLOYMENT:
1 MINUTE

THE SKRULL
AND HIS WOMAN WILL
DIE AT THE HANDS OF
THE PHALANX, AS YOU
WILL DIE BY MINE!

CONSIDER
THIS, RONAN...

KRRNGH

...PERHAPS...

BMMMF

...I WANT
THE WEAPON
TO SUCCEED.

KROOM

WEAPON ACTIVATED--
WEAPON ACTIVATED--

FATHER!
YOUR SON WILL
HONOR YOU!

THE WEAPON
FIRES. SUPREMACY'S
SOUL IS UNLEASHED...

...BUT INSTEAD OF MANIFESTING
A DESTRUCTIVE PSYCHIC ECHO,
IT BECOMES ONE
WITH THE SWARMING EXOLON...

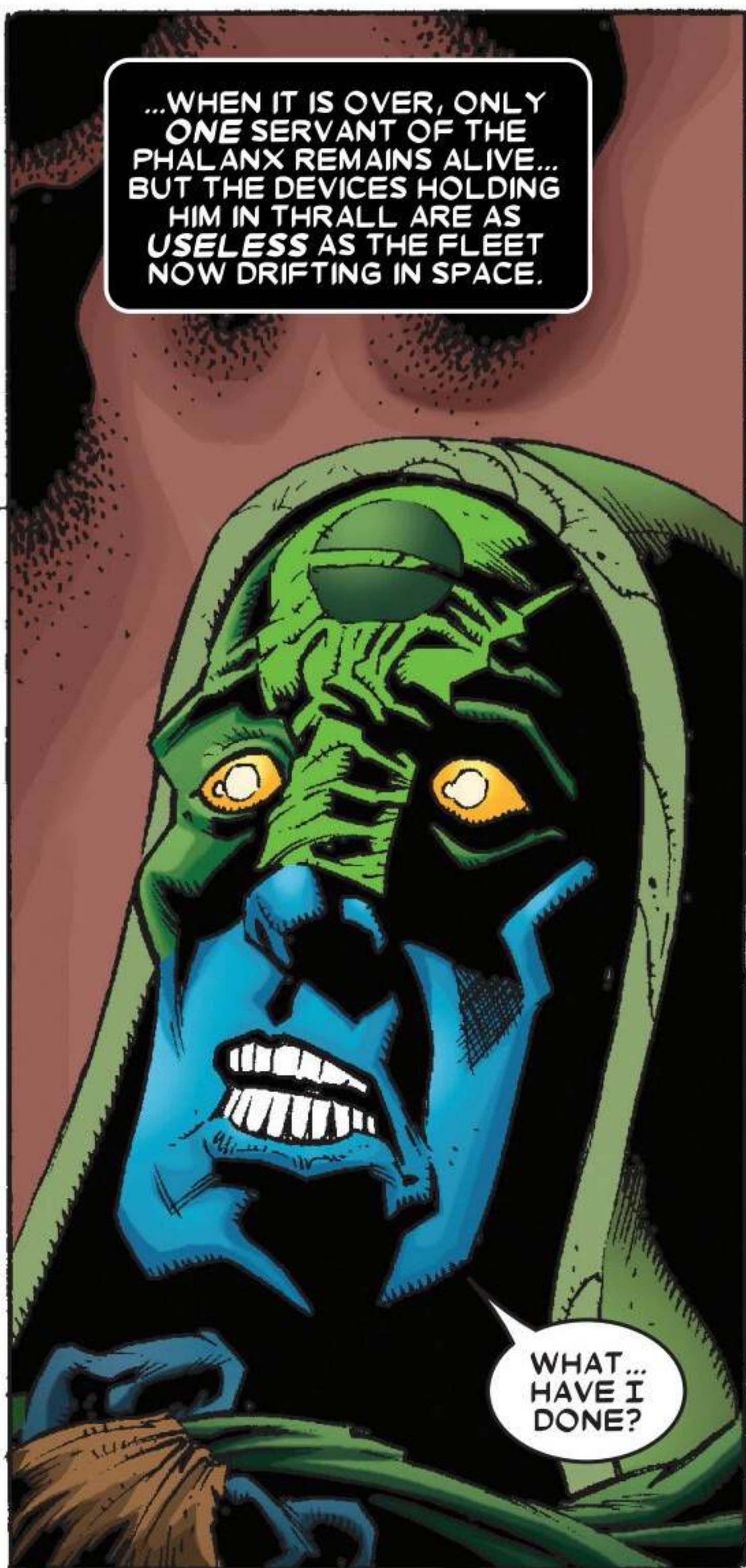
...AND THE LIFE-ENERGY OF
THIS KREE GOD--FREED FROM
THE TECHNOLOGICAL HELL OF
THE PHAL ANX--STRIKES INTO
THEIR FLEET A TERROR AGAINST
WHICH THEY HAVE NO DEFENSE.

WITHIN SECONDS,
THE KIRVATI
PASS IS STILL...

...THE PHAL ANX
FLEET IS SHUT DOWN...
THEIR EVERY CIRCUIT
PARALYZED...

...EVEN THE
ONES HOLDING
THEIR SELECT IN
BONDAGE...





...WHEN IT IS OVER, ONLY **ONE** SERVANT OF THE PHALANX REMAINS ALIVE... BUT THE DEVICES HOLDING HIM IN THRALL ARE AS **USELESS** AS THE FLEET NOW DRIFTING IN SPACE.

WHAT... HAVE I DONE?



IF YOU ARE NO LONGER IN THE SERVICE OF THE PHALANX...

...YOUR PEOPLE NEED YOU... **EMPEROR.**



NO. YOU MUST LEAVE ME TO DIE.

WITH YOU AT THEIR SIDE, THEY COULD WIN THIS WAR.

YOU MUST KILL ME. I AM A TRAITOR. I CANNOT LIVE.



GET OVER YOURSELF.

THIS REBELLION NEEDS HEROES.

NOW, STAND UP AND DO YOUR DUTY!



I...



...AM...



...NOTHING!



FINISH ME!



YOU DO NOT WANT ME TO ENACT JUSTICE.

YOU WANT ME TO SERVE YOUR SHAME.



YOU BETRAYED YOUR OWN.

YOU GAVE YOURSELF TO THE ENEMY.

DEATH IS THE COWARD'S WAY OUT...REDEMPTION IS THE HARDEST OF THE PATHS BEFORE YOU...

THNK

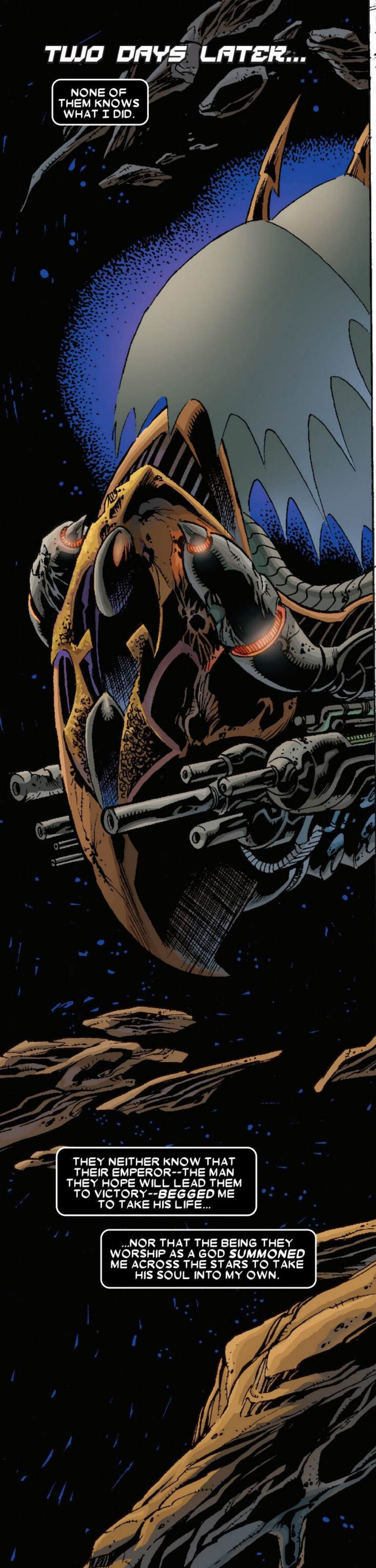


DO NOT DESPAIR, EMPEROR...

...DESTINY MAKES SLAVES OF US ALL.

TWO DAYS LATER...

NONE OF
THEM KNOWS
WHAT I DID.



THEY NEITHER KNOW THAT
THEIR EMPEROR--THE MAN
THEY HOPE WILL LEAD THEM
TO VICTORY--**BEGGED** ME
TO TAKE HIS LIFE...

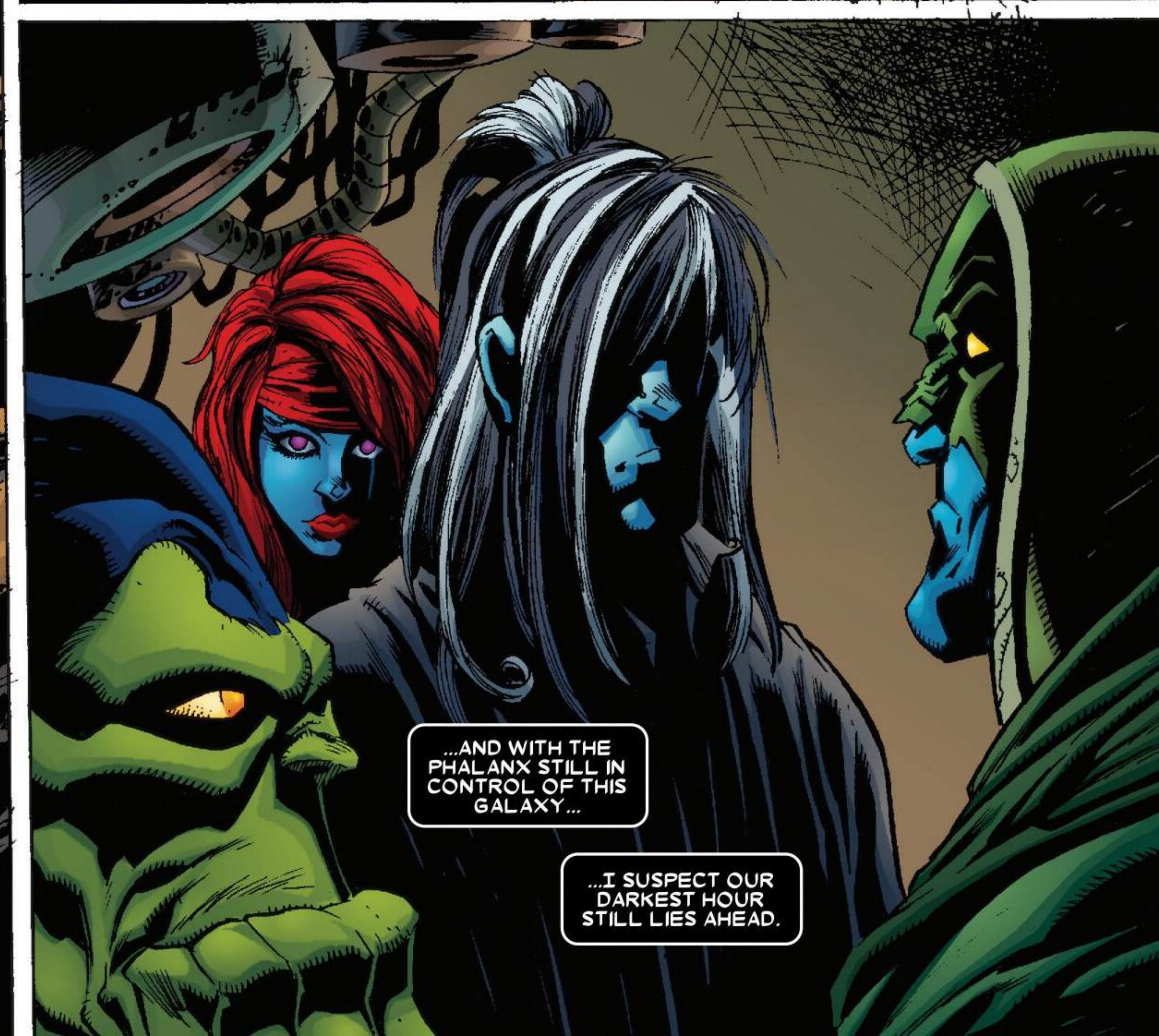
...NOR THAT THE BEING THEY
WORSHIP AS A GOD **SUMMONED**
ME ACROSS THE STARS TO TAKE
HIS SOUL INTO MY OWN.



I CAN
LIVE WITH
THAT.

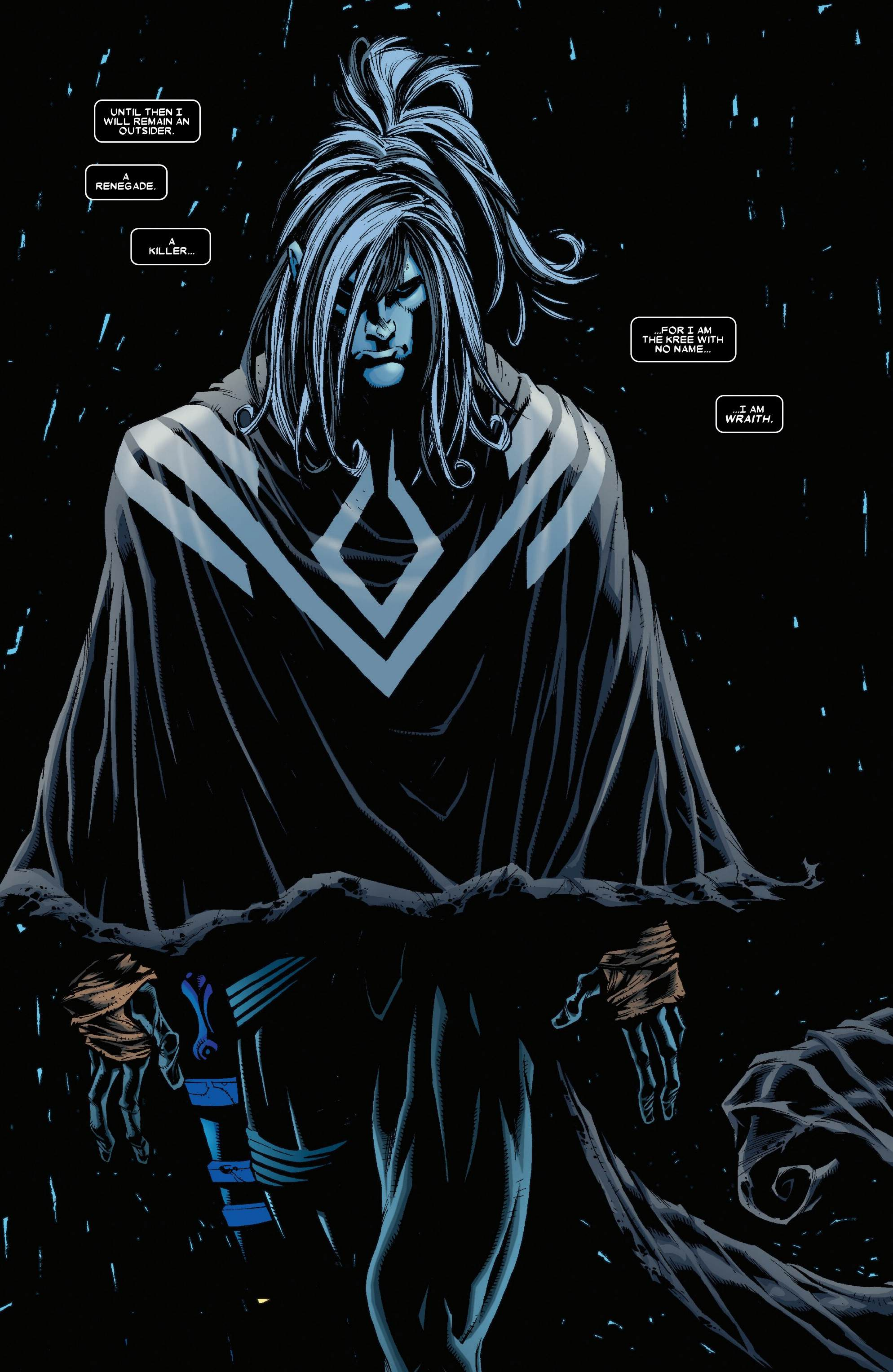


WHAT I CARRY WITHIN
ME WILL BE A SOURCE
OF HOPE IN
OUR DARKEST HOUR...



...AND WITH THE
PHALANX STILL IN
CONTROL OF THIS
GALAXY...

...I SUSPECT OUR
DARKEST HOUR
STILL LIES AHEAD.



UNTIL THEN I
WILL REMAIN AN
OUTSIDER.

A
RENEGADE.

A
KILLER...

...FOR I AM
THE KREE WITH
NO NAME...

...I AM
WRAITH.



I RECALL, DURING THE ANNIHILUS WAR, PETER QUILL TRYING TO EXPLAIN THE STRUCTURE OF THE UNIVERSE TO ME.

PETE HAD BEEN STAR-LORD ONCE, SO HE HAD A DECENT WORKING KNOWLEDGE...

JUST CAN'T GET MY HEAD AROUND IT.

RICHIE, IT'S LIKE A SOMBRERO...

AT THE CENTER, THERE'S A LUMP. WE CALL IT THE CRUNCH. IT'S HYPER-DENSE, THE CONVERGENCE OF ALL ENERGY AND MATTER...AND FROM THAT SINGULAR POINT--

THE CRUNCH?

RIGHT. FROM THAT POINT, CREATION STRETCHES OUT IN ALL DIRECTIONS. ALL THE GALAXIES, ALL THE SUNS, EVERYTHING.

WHAT HAPPENS WHEN YOU RUN OUT OF SOMBRERO?

YOU FALL OFF THE BRIM? I DUNNO.

ONE THEORY SAYS THERE'S AN EVENT LINE CALLED THE RIP. THAT'S WHERE ALL SPACE AND TIME AND MATTER AND ENERGY RUNS OUT.

AND THEN WHAT?

THEN NOTHING. ZIP. NADA. THE END.

JUST A THEORY?

NO ONE'S EVER BEEN TO THE EDGE, RICHIE. IT'S AN IMPOSSIBLE DISTANCE AWAY.

'SIDES, EVEN IF THEY COULD, NO ONE WOULD BE CRAZY ENOUGH TO GO THERE.

HNH.

JUST CAN'T GET MY HEAD AROUND IT.



COULDN'T
THEN. CAN'T
NOW.

AND NOW,
I'M ACTUALLY
THERE.

UGH! THIS IS JUST
GETTING WORSE,
WORLD MIND!

THIS IS THE RIP, RICHARD.
WE'RE BEING DRAGGED INTO
A ZONE WHERE SPACE-TIME
IS COLLAPSING. THE LAWS OF
PHYSICS NO LONGER APPLY.

YEAH.

WE
REALLY
SHOULD GET
OUT OF
HERE.

WE
REALLY
SHOULD.

KNOWHERE

PART
ONE



SO..?

RICHARD, I HAVE NO FRAME OF REFERENCE, NO STARS TO MATCH, NO CONSTELLATIONS TO TRIANGULATE.

WELL, I'M NO WORLDMIND SUPER-COMPUTER, AS YOU'RE SO FOND OF REMINDING ME, BUT SURELY IF THIS IS THE END OF CREATION...



...THERE MUST BE AN OPPOSITE DIRECTION WE CAN HEAD IN?

UGHHHNN!

IF ONLY IT WAS THAT SIMPLE. I--

BRACE YOURSELF! WE HAVE ENCOUNTERED A SEVERE VORTEX. WE--



WORLDMIND! I CAN'T--

LHN.

WHERE ARE WE?

WORLDMIND, EMIT PASSIVE PHOTON BURN, LEFT HAND.

OKAY.
THIS IS
NEW.

WE ARE INSIDE A TECHNO-
ORGANIC STRUCTURE OF
SOME SORT, RICHARD. I
BELIEVE THE VORTEX SQUALL
WASHED US UP HERE.

EXACTLY
LIKE THAT.

LIKE A
BOTTLE ON
A BEACH?

AND THIS
TECHNO-ORGANIC
STRUCTURE IS...?

I AM
UNABLE TO
IDENTIFY IT.

IS THERE AN *UPGRADE* I CAN
GET FOR YOU? A *WORLDMIND*
SYSTEM 2.1 KINDA PACKAGE?
I WAS WONDERING.

WHY?

BECAUSE YOU
KEEP GIVING ME THE
SPINNY WHEEL OF DEATH.
SOME SUPER-COMPUTER
YOU TURNED OUT TO BE.

I AM OFFENDED. I AM
TRYING MY BEST. THIS
SITUATION IS NON-
STANDARD AND--

HUSH.
LOOK.

WHOA.
IS THAT...
BLOOD?

ANALYZING.

NO.

NO?

IT IS NON-HUMAN
BIOLOGICAL MATTER
CONTAINING PEPTO-
GLUCOID STRINGS OF
SUB-NUCLEIC--

SO WHEN YOU SAID IT'S *NOT*
BLOOD, WHAT YOU MEANT IS
IT'S *NOT HUMAN* BLOOD. WHAT
YOU MEANT IS IT'S *ALIEN*
BLOOD.

ALIEN BLOOD WOULD,
I SUPPOSE, BE A ROUGH
ANALOG FOR THE FLUID
RESIDUE ON THE WALLS.

WORLDMIND...
JUST BECAUSE IT'S
NOT HUMAN BLOOD
DOESN'T MAKE THIS
ANY *LESS* CREEPY.



THIS IS
SPOOKING
ME OUT.

LOOK!
SOMEONE
TRIED TO WRITE
SOMETHING...

ANALYZING.
I CANNOT
TRANSLATE.

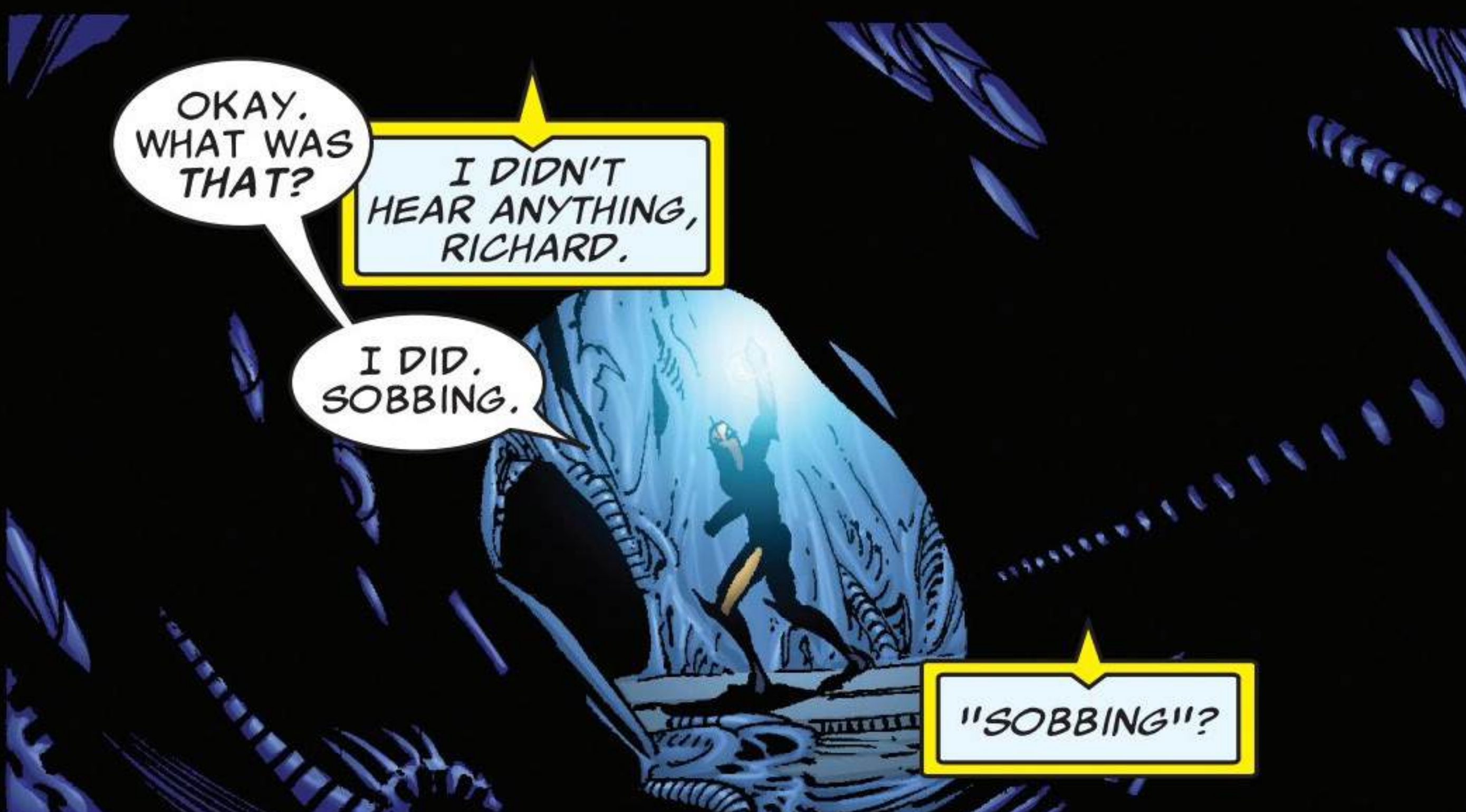
SPINNY WHEEL,
SPINNY WHEEL...
WORK ON IT.



THERE'S
MORE!

ANALYZING.

ANALYZE
FASTER! TELL
ME WHAT IT
SAYS! I--

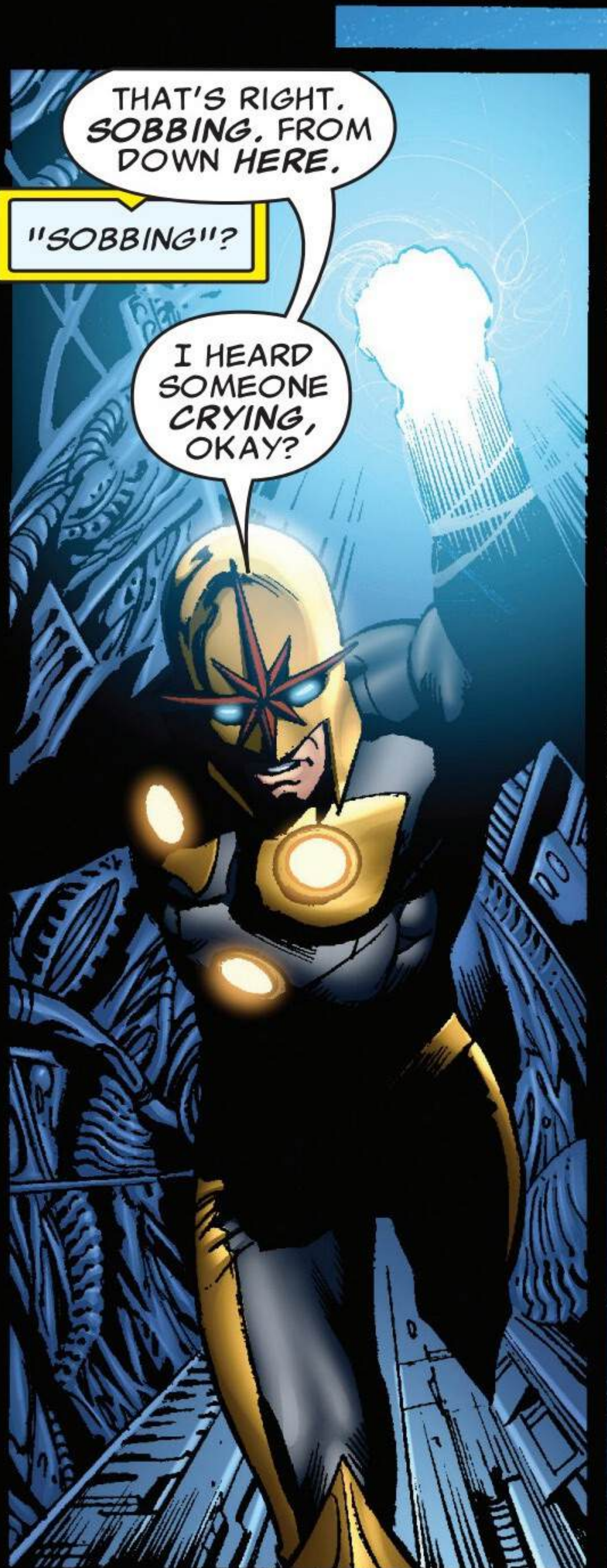


OKAY.
WHAT WAS
THAT?

I DIDN'T
HEAR ANYTHING,
RICHARD.

I DID.
SOBBING.

"SOBBING"?



THAT'S RIGHT.
SOBBING. FROM
DOWN HERE.

"SOBBING"?

I HEARD
SOMEONE
CRYING,
OKAY?



OH!
HELLO? HELLO,
MISS?

READY...
READY...
NOT...

ARE
YOU OKAY,
MISS?



COMING.
COMING.
READY.

READY FOR
WHAT? WHAT'S
COMING?

NOT.

NOT WHAT?
HELP ME OUT HERE,
WORLDMIND.

I AM DELIGHTED TO SAY I CAN. FROM THE ICONOGRAPHY ON HER SUIT, I AM POSITIVE THIS FEMALE IS A MEMBER OF THE LUMINALS.



THE
WHO?

EASY, EASY
NOW...

THE LUMINALS ARE THE GLOBAL PROTECTORS OF XARTH THREE. IN YOUR TERMS, THEY ARE THEIR WORLD'S EQUIVALENT OF THE AVENGERS.

XARTH'S
MIGHTIEST
HEROES?

EXACTLY. I BELIEVE THIS FEMALE'S SOBRIQUET IS "SUSPENSOR".



THANKS,
WORLDMIND.

SUSPENSOR?
SUSPENSOR, I'M
A NOVA CENTURION.
I'M HERE TO
HELP.

WHAT
HAPPENED
TO YOU?

NOT READY.
COMING. NOT.
NOT.

IN THE
SHADOWS. SHADOWS.
ABYSS. COMING.
NOT READY.



SHADOWS?
I CAN FIX
THAT.

SLOW-
BURN PHOTONIC
GENERATION
LIGHT CELLS.

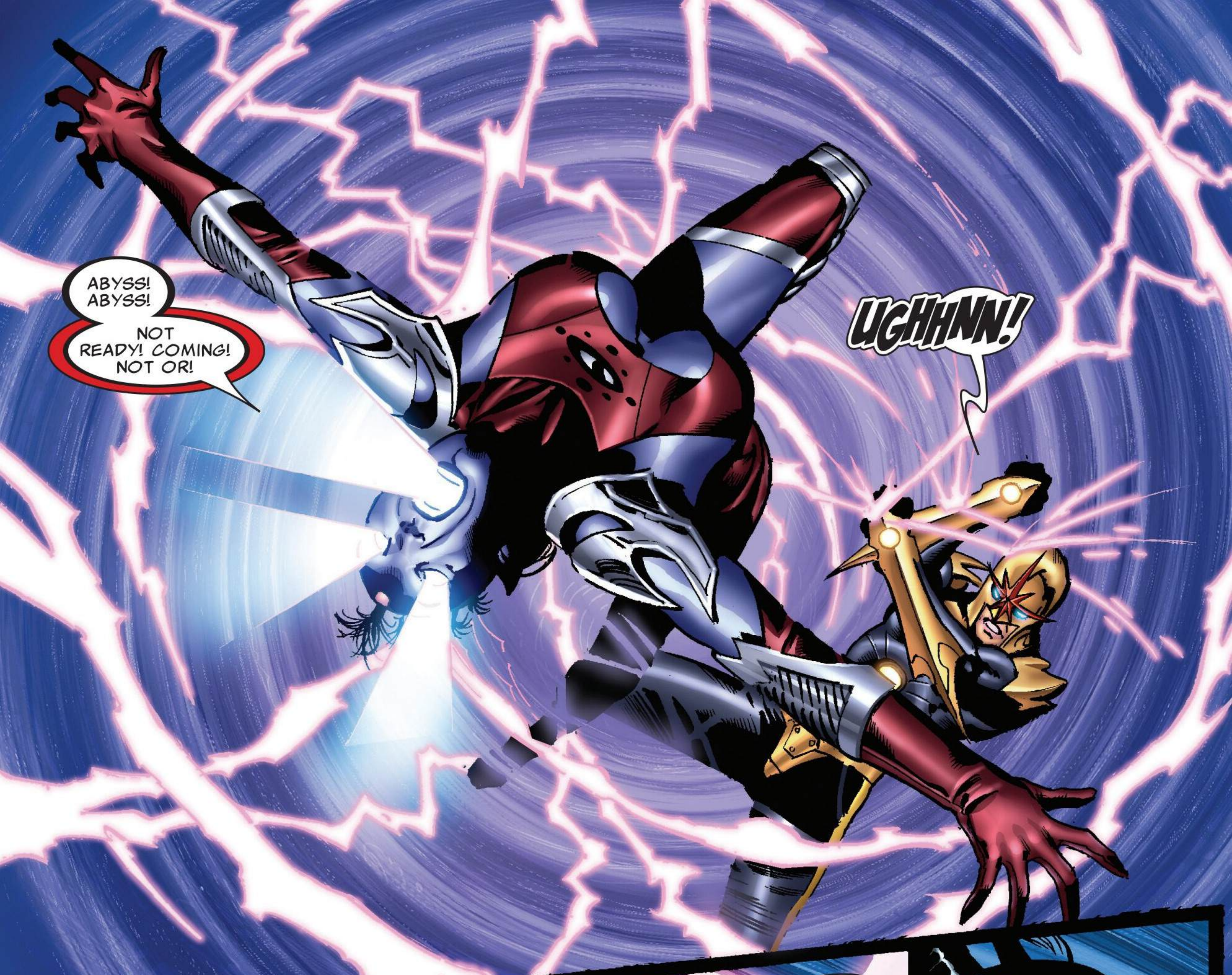
AS
INSTRUCTED.

SEE?
NO MORE
SHADOWS.

HE'S ALWAYS
THERE. COMING.
NOT READY. ABYSS
IS. COMING. NOT
READY.

OR.

OR...?





OW!
OWW!

SUSPENSOR
POSSESSES CLASS
SIX ENERGETIC
REPLSOR POWERS.

WHATEVER! DID
YOU SEE WHAT JUST
HAPPENED TO HER?
DID YOU SEE?

I SAW,
RICHARD. DEFEND
YOURSELF!



COLLIMATED
BEAM, RIGHT
HAND, NOW!

FIRE WHEN
READY.

AIEEEUH!



FTCHOOOM!

UGHHN!

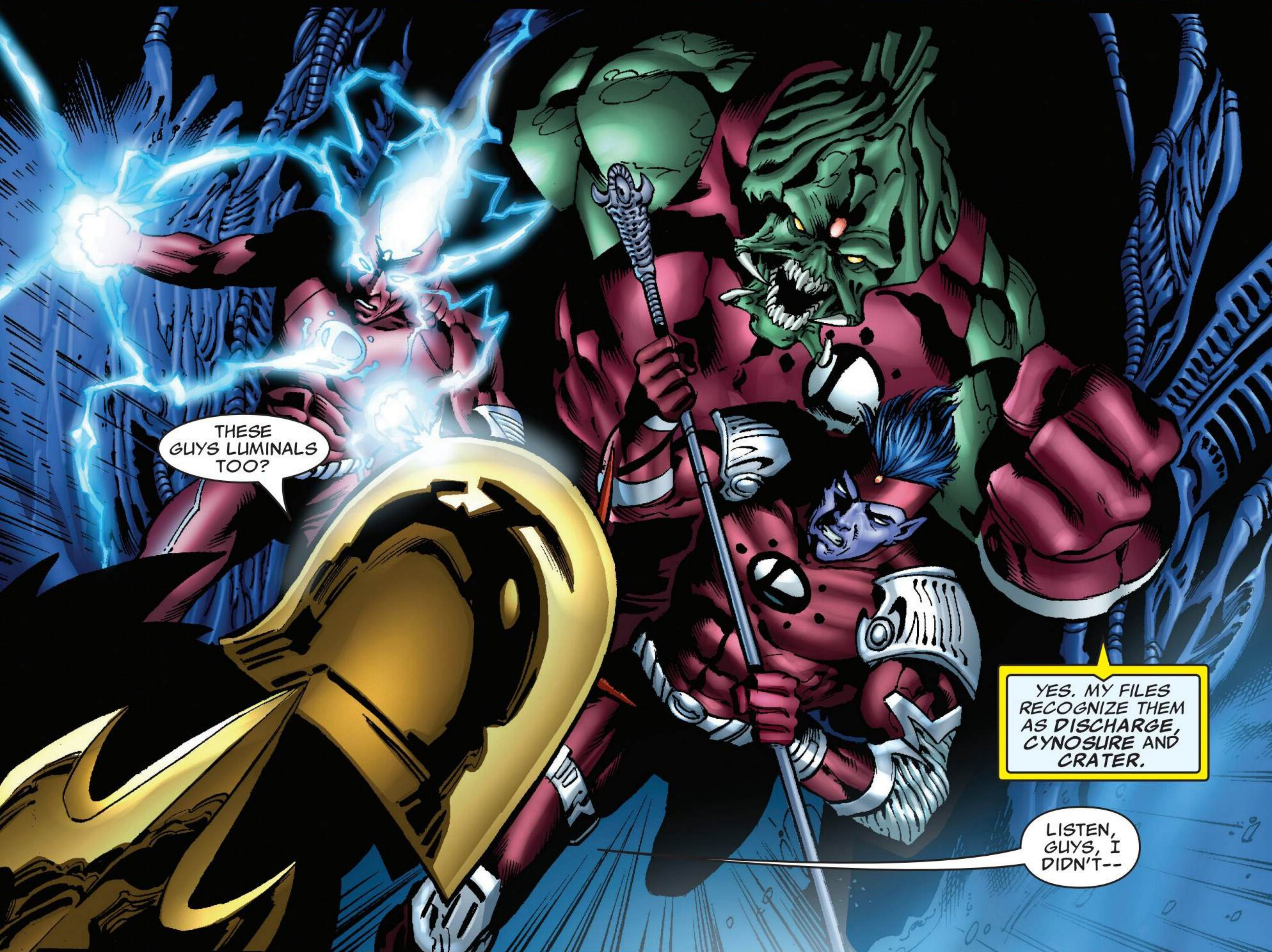


OH GEEZ. I DIDN'T MEAN... I DIDN'T MEAN TO KILL HER.

SHE WAS LIKE... LIKE THE LIVING DEAD OR SOMETHING.

YOUR BLAST SHOULD ONLY HAVE STUNNED HER, RICHARD. DO NOT--

RICHARD, WATCH YOUR BACK!



THESE GUYS LUMINALS TOO?

YES. MY FILES RECOGNIZE THEM AS DISCHARGE, CYNOSURE AND CRATER.

LISTEN, GUYS, I DIDN'T--



MURDERER.



NO, REALLY. YOU HAVE TO BELIEVE ME. I NEVER MEANT TO--



YOU KILLED
HER! YOU KILLED
HER!

NO!
STOP
IT!



LIGHNN!



GET OFF
ME! YOU DON'T
UNDERST--



OWWWW!



RICHARD, BREAK OFF! YOU CANNOT FIGHT THEM. THEY ARE THREE OF THE MOST POWERFUL LUMINALS.

CYNOSURE ALONE IS A GALACTIC-CLASS COMBAT SPECIALIST.



REMEMBER, IT IS TAKING EIGHTY-THREE PERCENT OF THE NOVA FORCE TO KEEP YOUR TRANSMODE VIRUS IN CHECK.



YOU SIMPLY AREN'T STRONG ENOUGH TO FIGHT THEM OFF.

I KNOW! ALL AVAILABLE POWER TO FLIGHT MODE...



...NOW!

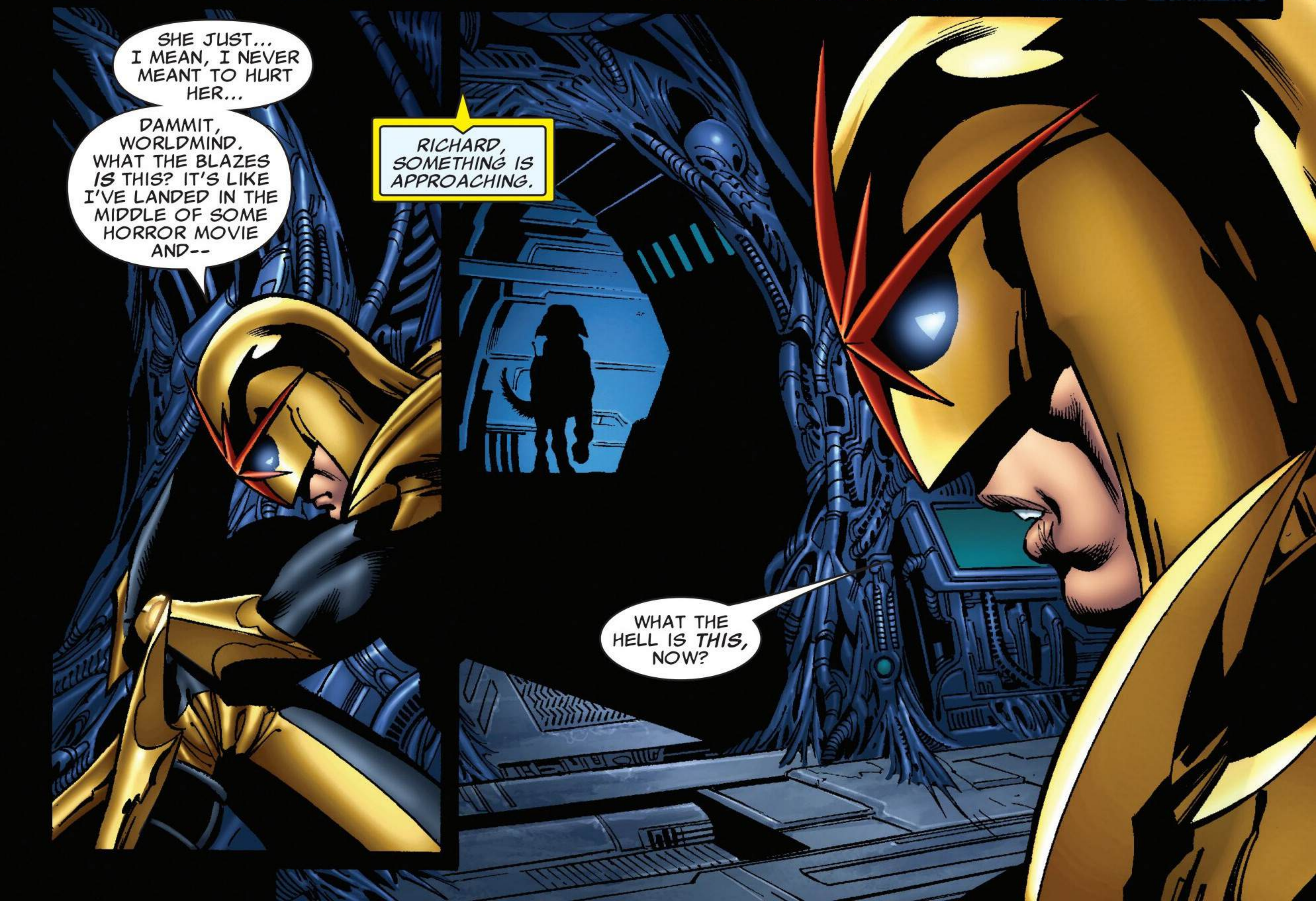


I HATE
RUNNING FROM
A FIGHT.

I KNOW.



AND I HATE
RUNNING FROM A
FIGHT WHEN I NEVER
WANTED THE FIGHT
IN THE FIRST
PLACE.



SHE JUST...
I MEAN, I NEVER
MEANT TO HURT
HER...

DAMMIT,
WORLDMIND.
WHAT THE BLAZES
IS THIS? IT'S LIKE
I'VE LANDED IN THE
MIDDLE OF SOME
HORROR MOVIE
AND--

RICHARD,
SOMETHING IS
APPROACHING.

WHAT THE
HELL IS THIS,
NOW?



IT'S A DOG.

SO I SEE.

IT'S A DOG. IN A SPACE SUIT.

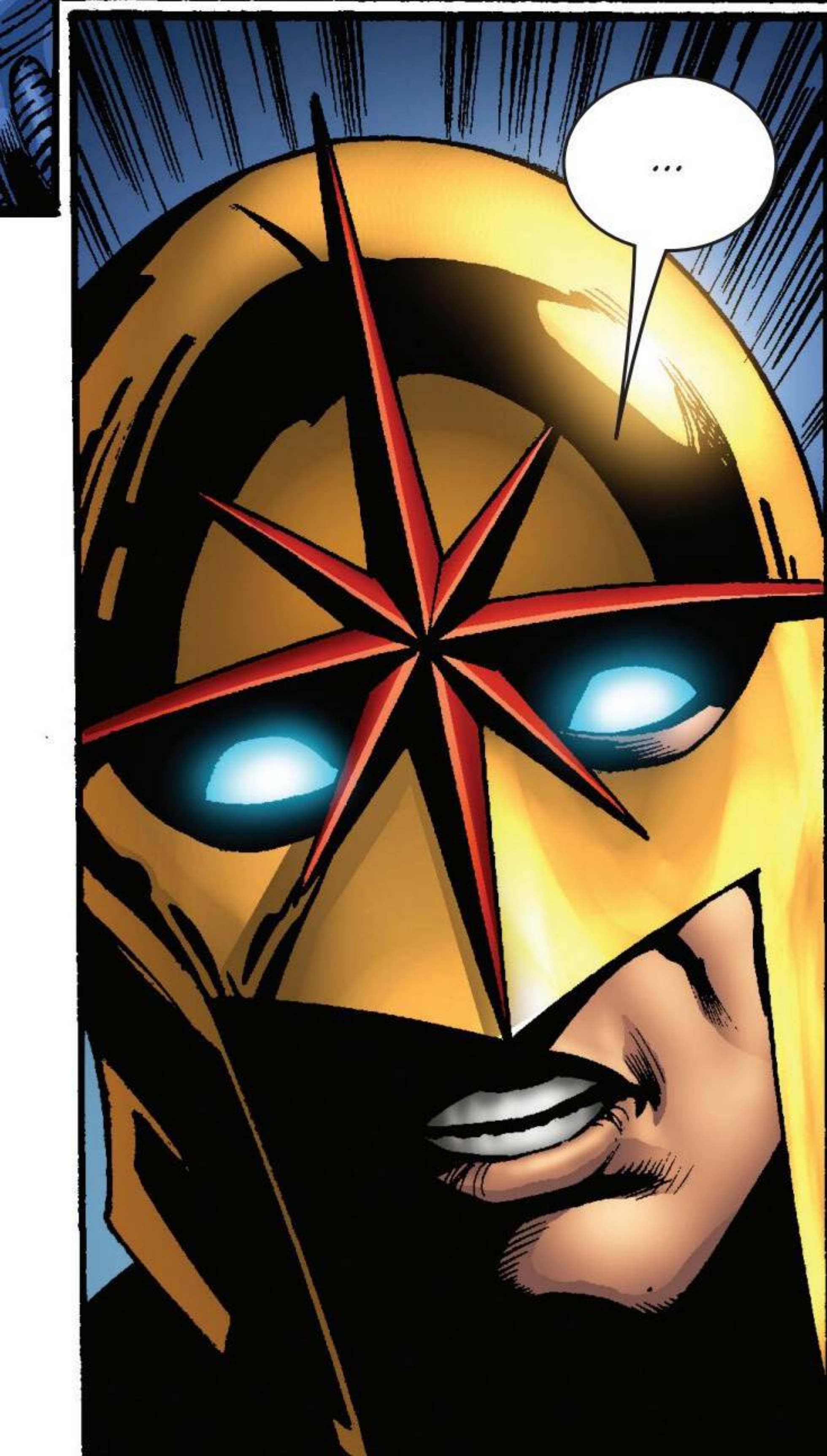
NO MISTAKE ABOUT THAT.

GNNHH!
GRRNH!
GGGHN!

HEY? HEY, BOY? GOOD DOG. WHAT ARE YOU TRYING TO TELL ME, FELLA?



I AM TRYINK TO TELL YOU TO FOLLOW ME, PLEASE, BUT I COULD NOT SPEAK BECAUSE MY MOUTH WAS BEINK FULL OF YOUR ARM.



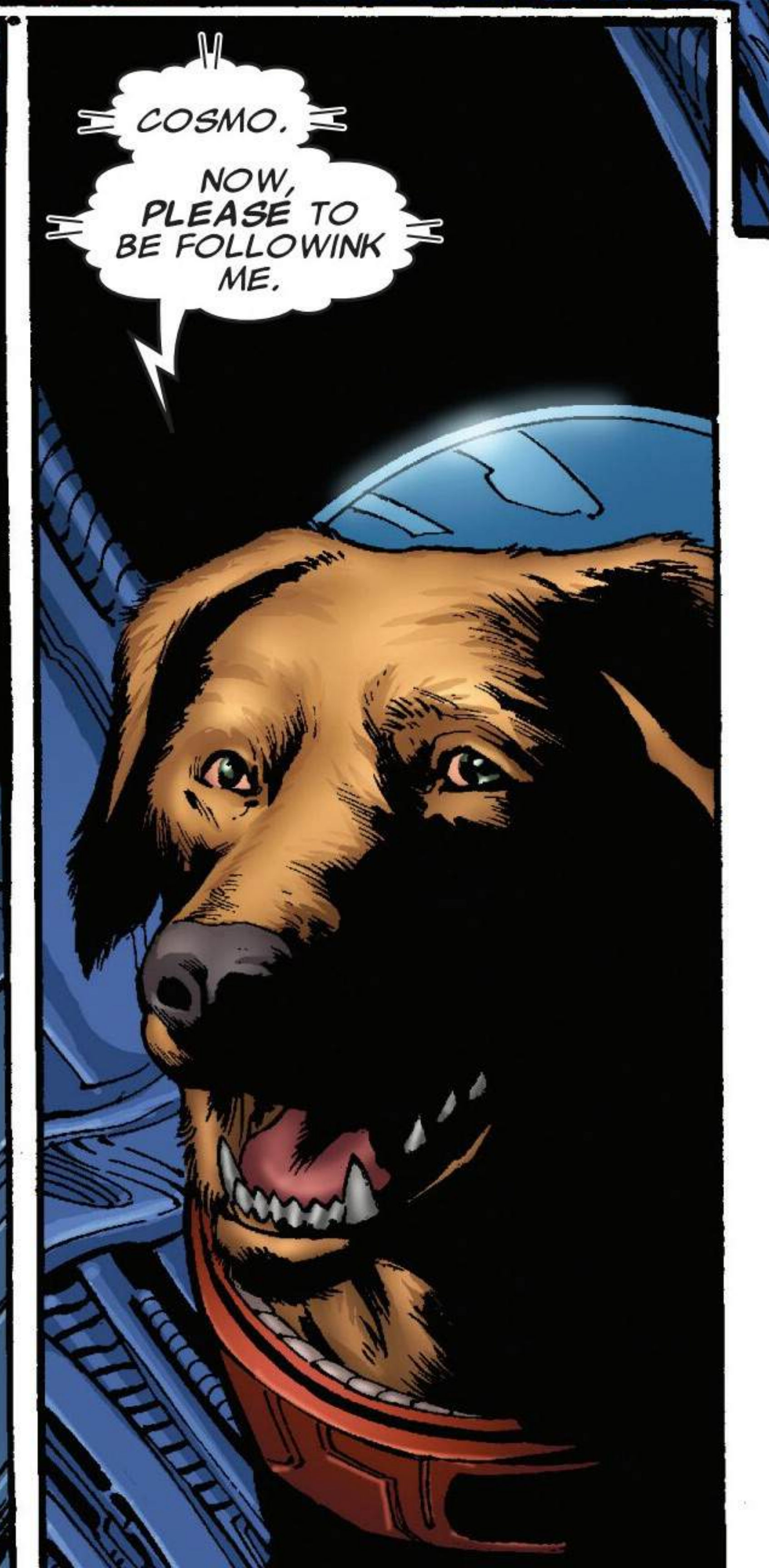
...



PLEASE TO BE FOLLOWINK COSMO NOW, PLEASE.

PLEASE.

YOU'RE... UHM... YOU'RE A TALKING DOG.



COSMO.

NOW, PLEASE TO BE FOLLOWINK ME.



DA, THAT IS RIGHT.
ONE FOOT AFTER NEXT.
COME ALONG.

I DON'T
WANT TO DWELL
ON THIS, BUT YOU'RE
A DOG. AND YOU'RE
TALKING.

AND
YOU'RE WEARING
A SPACE SUIT.

ALL OF THESE
THINGS TRUE.
WELL-NOTICED,
COMRADE.



LOOK, I'VE
BEEN THROUGH SOME
STUFF RECENTLY.
REACHED THE END OF THE
UNIVERSE, MET SPACE
ZOMBIES, THAT KIND
OF THING.

YOU'RE KIND
OF... TAKING MY
FREAK TO A WHOLE
NEW LEVEL.



YOU HAVE SEEN
END OF UNIVERSE,
AND MET SPACE ZOMBIES,
AND TALKING DOG IS
WHAT FREAKS YOU
OUT?

BOZSHE
MOI.



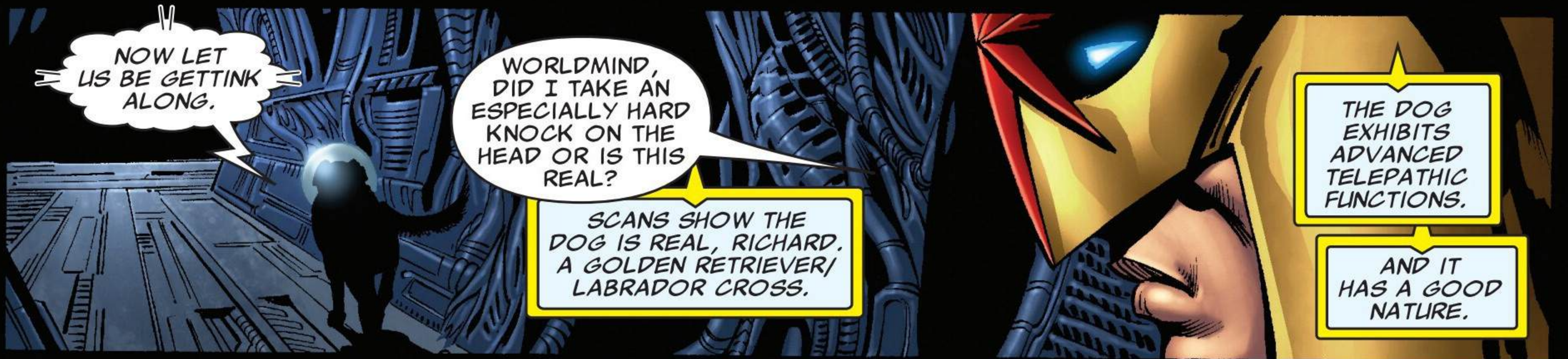
YOU'RE RIGHT.
THAT WAS JUST RUDE
OF ME. YOU SAID YOUR
NAME WAS COSMO?

I'M
RICHARD. I'M
NOVA.

DA, LAST OF
NOVA CENTURIONS.
I AM BEING PLEASED
TO MEET YOU.

HONOR TO
MEET MAN WHO
PULL ANNIHILUS'S
HEART OUT
THROUGH HIS
MOUTH.

ME, I
WOULD HAVE
GONE FOR THROAT,
BUT THEN I AM
DOG.



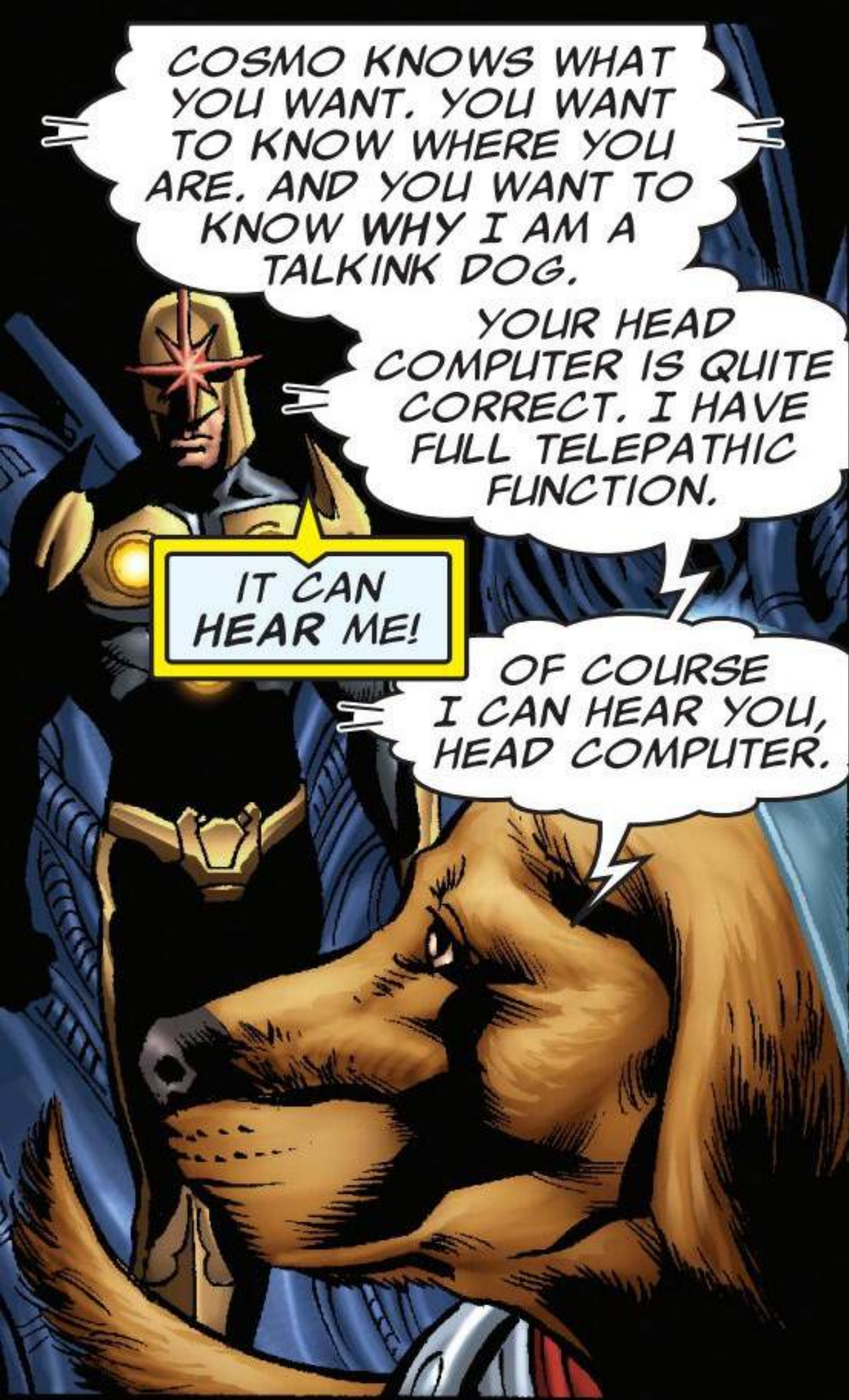
NOW LET US BE GETTINK ALONG.

WORLD MIND, DID I TAKE AN ESPECIALLY HARD KNOCK ON THE HEAD OR IS THIS REAL?

SCANS SHOW THE DOG IS REAL, RICHARD. A GOLDEN RETRIEVER/LABRADOR CROSS.

THE DOG EXHIBITS ADVANCED TELEPATHIC FUNCTIONS.

AND IT HAS A GOOD NATURE.



COSMO KNOWS WHAT YOU WANT. YOU WANT TO KNOW WHERE YOU ARE, AND YOU WANT TO KNOW WHY I AM A TALKING DOG.

YOUR HEAD COMPUTER IS QUITE CORRECT. I HAVE FULL TELEPATHIC FUNCTION.

IT CAN HEAR ME!

OF COURSE I CAN HEAR YOU, HEAD COMPUTER.



OKAY, WHERE YOU ARE. YOU ARE ON KNOWHERE.

I'VE GOT TO BE SOMEWHERE.

CCCP

NYET, NYET, KNOWHERE, WITH "K".

KNOWHERE? AND WHERE'S THAT?



I WILL SHOW YOU. PLEASE TO BE FOLLOWINK.



SEE? HERE.

PLEASE TO BE OPENING EYELID SHUTTER.

WHAT DO YOU MEAN, "EYELID SHUTTER"?



I MEAN EYELID SHUTTER.

FRANKE



OH
MY
GOD.

PRETTY
CRAZY STUFF,
DA?

RICHARD, I...RICHARD.
WE...THAT IS...ACCORDING
TO MY SCANS...

...WE APPEAR TO BE
INSIDE THE SEVERED
HEAD OF A GIANT
CELESTIAL.

RICHARD...MY "FREAK"
HAS ALSO BEEN TAKEN TO
A WHOLE NEW LEVEL.



I KNOW WHAT YOUR HEAD COMPUTER MEANS. IT IS GETTINK ME EVERY TIME.

THIS IS ... KNOWHERE?

DA, THE LAST HABITAT IN THE UNIVERSE, SLOWLY CRUISING TOWARDS END OF EVERYTHINK.



THIS KINDA ECLIPSES THE WHOLE TALKING-DOG THING. NO OFFENSE.

WHAT THE HELL DECAPITATES A CELESTIAL?

BEATS CRAP OUT OF ME. COSMO JUST GLAD COSMO WAS NOT THERE WHEN IT HAPPENED.

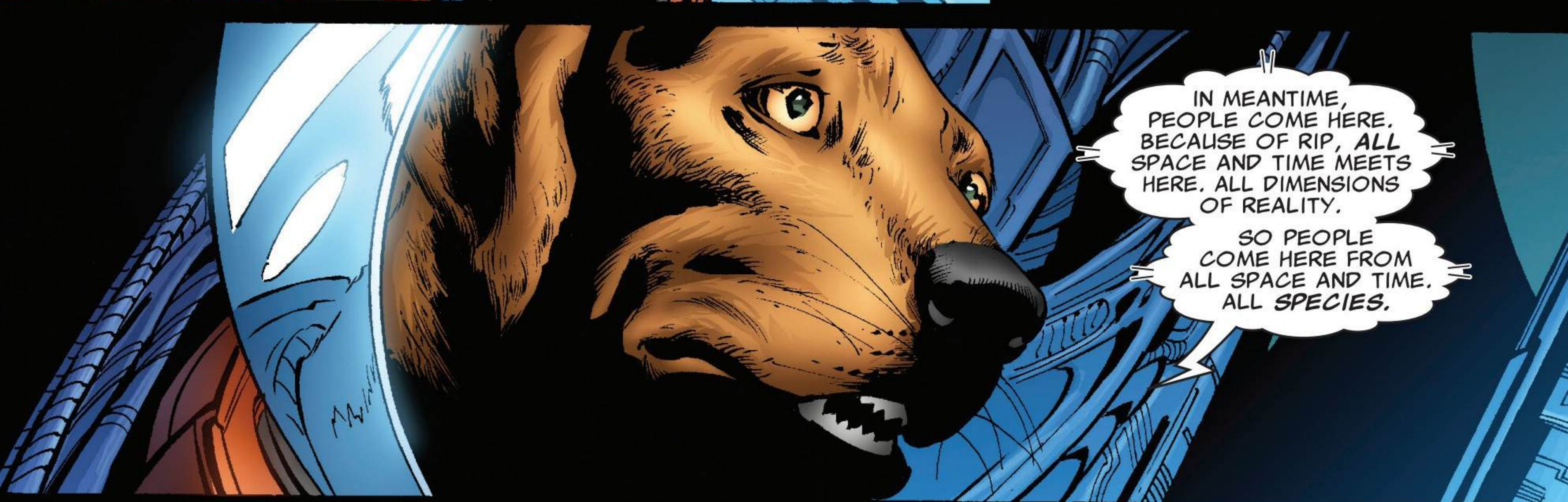


NO ONE KNOWS HOW THIS PLACE CAME TO BE. ALL THEY KNOW IS IT IS LAST PLACE IN ALL CREATION.

A PIECE OF DEBRIS, RIDING FOAM OF RIP TOWARDS INFINITY. ANOTHER DECADE OR SO, IT WILL PASS BEYOND COSMIC THRESHOLD.

THEN WHAT?

PFFTTT!



IN MEANTIME, PEOPLE COME HERE. BECAUSE OF RIP, ALL SPACE AND TIME MEETS HERE. ALL DIMENSIONS OF REALITY.

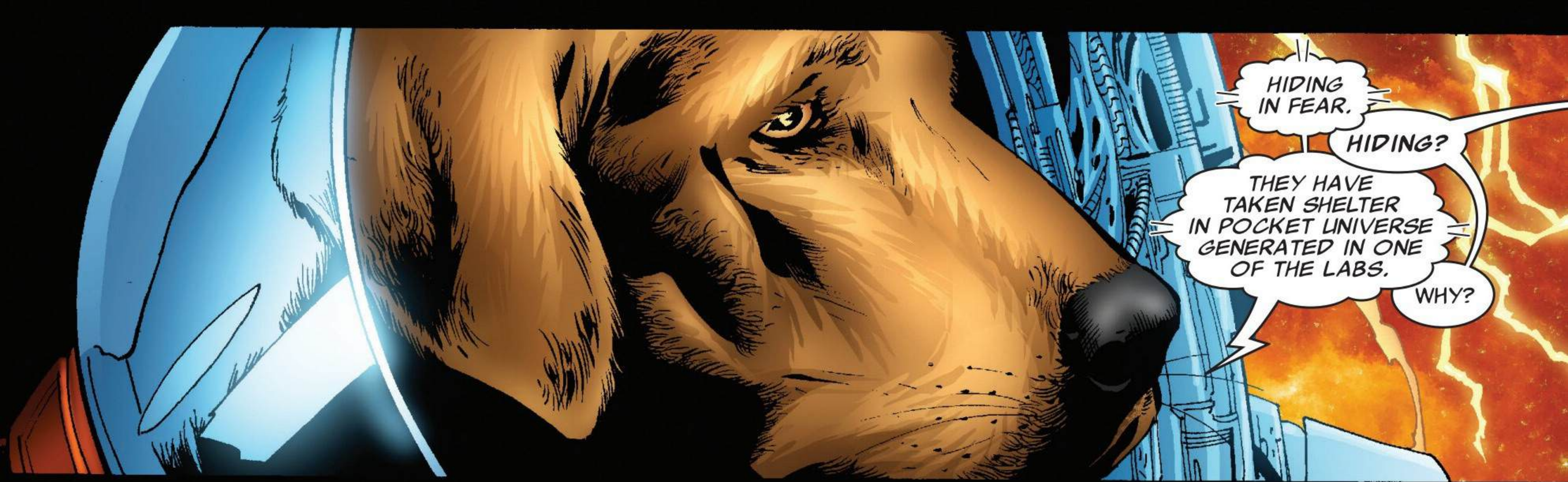
SO PEOPLE COME HERE FROM ALL SPACE AND TIME. ALL SPECIES.



THEY COME TO STUDY, TO INSPECT. THEY COME TO OBSERVE END OF UNIVERSE FROM CLOSEST AVAILABLE PLATFORM.

IS QUITE SOME COMMUNITY WE HAVE HERE ON KNOWHERE.

YEAH? SO WHERE IS THIS COMMUNITY?

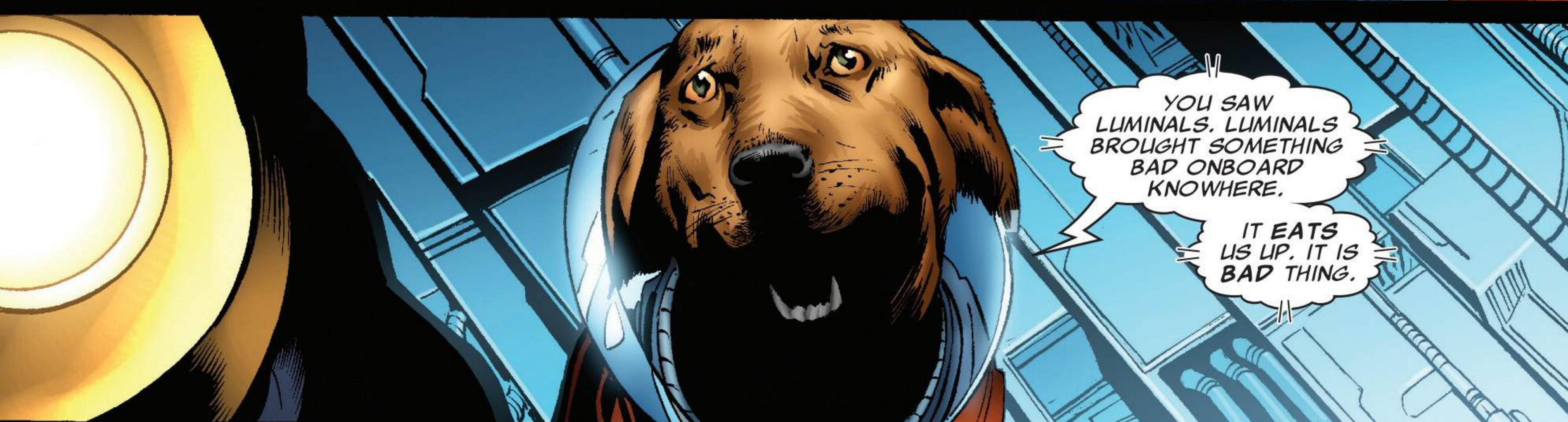


HIDING
IN FEAR.

HIDING?

THEY HAVE
TAKEN SHELTER
IN POCKET UNIVERSE
GENERATED IN ONE
OF THE LABS.

WHY?



YOU SAW
LUMINALS. LUMINALS
BROUGHT SOMETHING
BAD ONBOARD
KNOWHERE.

IT EATS
US UP. IT IS
BAD THING.



WHAT
KIND OF BAD
THING?

COSMO DOES
NOT KNOW. A BIG BOX.
WE THOUGHT THE LUMINALS
HAD COME TO STUDY
CREATION'S END LIKE
REST OF US.

BUT NO.
THEY BROUGHT
BIG BOX. THEN
DANGER
STARTED.



HELP ME
TO UNDERSTAND,
COSMO. THERE'S
SOMETHING ABOARD
THAT IS... KILLING
EVERYTHING?

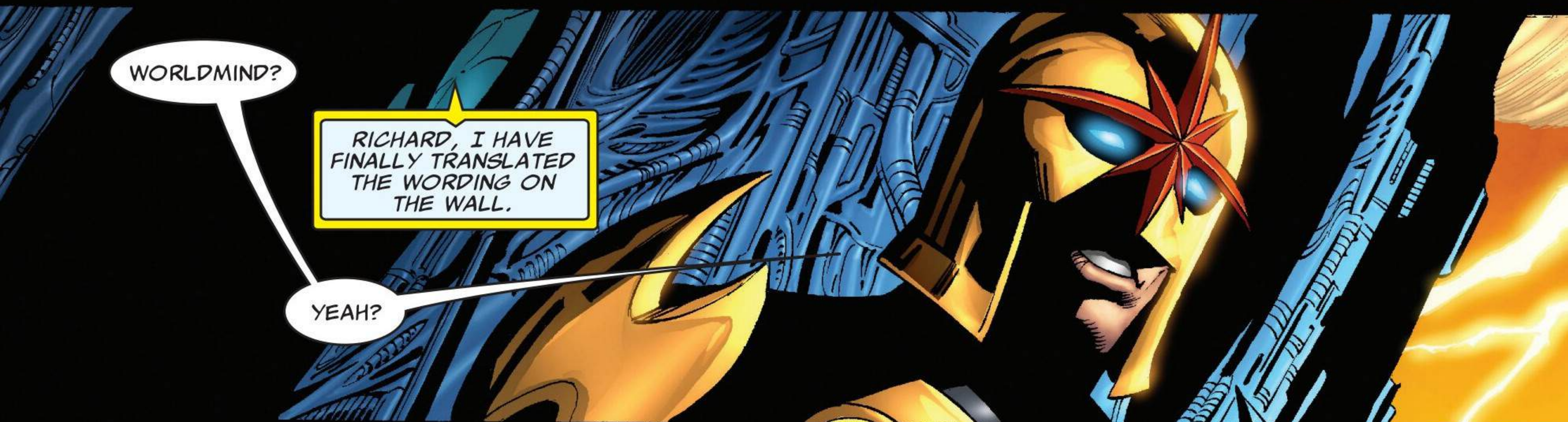


THAT
IS WHY THEY
HID, COMRADE
NOVA.



WHY DIDN'T YOU HIDE TOO, COSMO?

I WANTED TO ASSIST. I COULD NOT HELP MYSELF. I AM MAN'S BEST FRIEND.



WORLD MIND?

RICHARD, I HAVE FINALLY TRANSLATED THE WORDING ON THE WALL.

YEAH?



THE FIRST WORD WE SAW TRANSLATES AS "TWENTY-SEVEN".

THE NEXT AS "TWENTY-SIX".

OH, LORD, IT'S A TIMER.

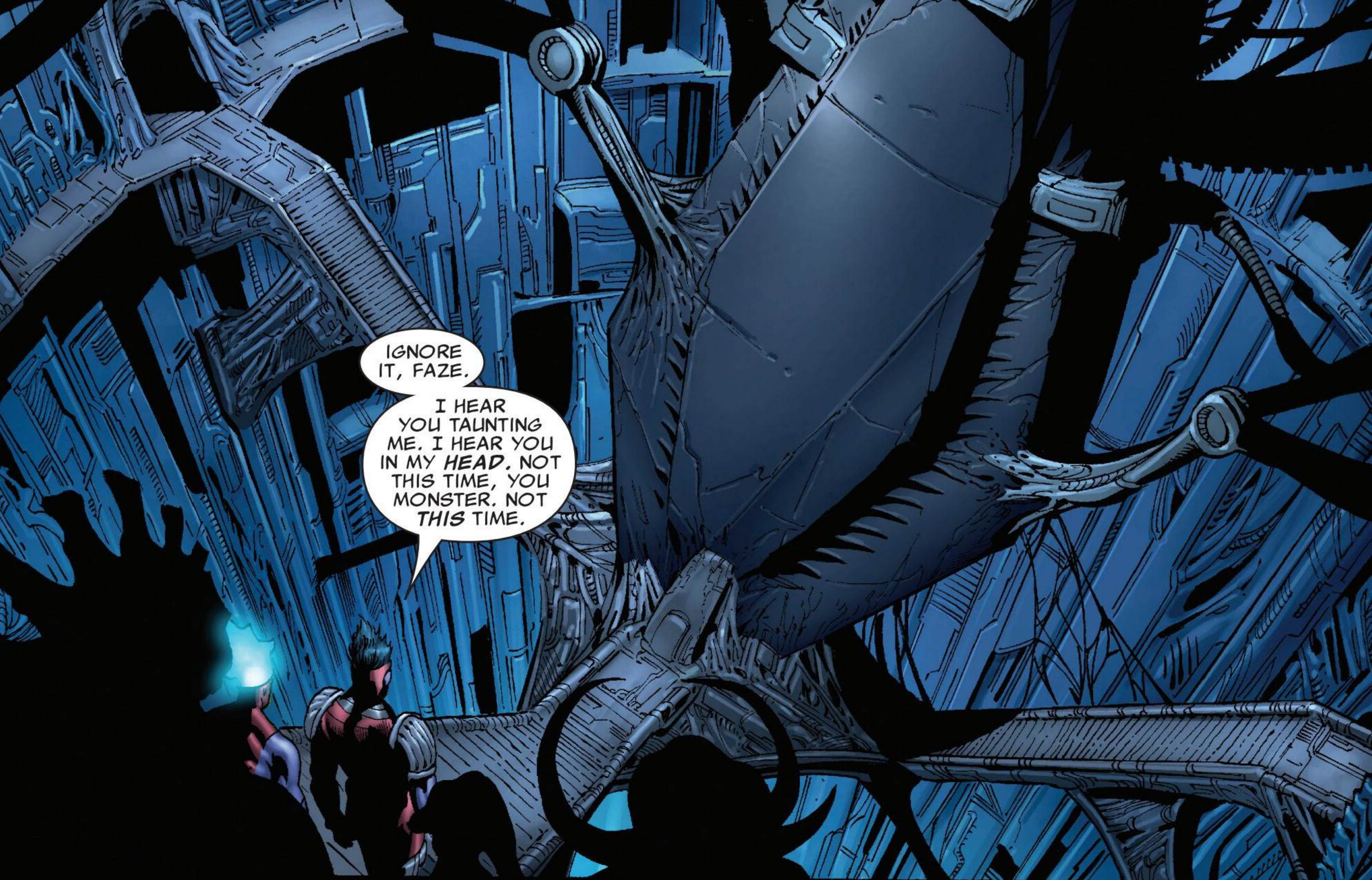


SIX LEVELS BELOW...

IS IT SECURE?



IT KEEPS PLEADING, CYNOSURE.



IGNORE
IT, FAZE.

I HEAR
YOU TAUNTING
ME. I HEAR YOU
IN MY **HEAD**. NOT
THIS TIME, YOU
MONSTER. NOT
THIS TIME.



YOU ALWAYS
ESCAPE, ABYSS. ALWAYS.
BUT NOT THIS TIME. THE
END OF THE UNIVERSE IS
ABOUT TO SWALLOW
YOU.



COUNTING? GIVE
UP, ABYSS, WE'VE
BEATEN YOU.



ARE YOU
COUNTING
DOWN? WHY?
WHY?

WHAT WAS
THAT? "FIVE,
FOUR..."



...THREE...





...TWO...
ONE...

COMING,
READY OR
NOT.



READY.
OR NOT.





"FIRST COSMO KNEW WE WERE GOING TO HAVE **PROBLEMS** WAS THREE NIGHTS BACK. COSMO WAS SUMMONED BY SECURITY DETAIL.

"TWO **BODIES** HAD BEEN FOUND. TWO RESIDENTS OF KNOWHERE **FUSED** INTO BULKHEAD. THIS BEING STRANGE THING COSMO HAD **NEVER** SEEN BEFORE."

KNOWHERE

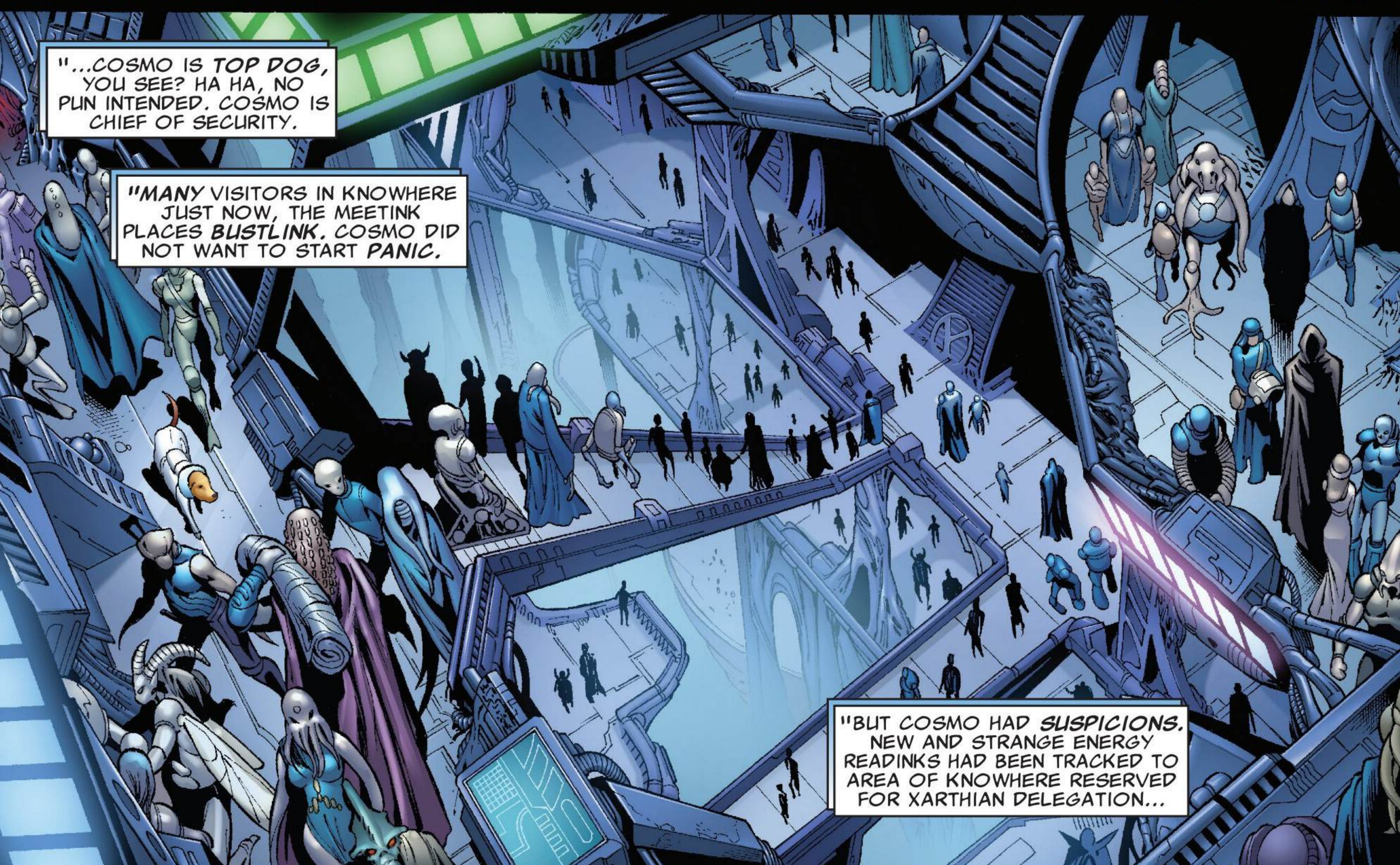
PART TWO



CHECK IT OVER, BOYS.

PLEASE TO BE LETTINK ME HAVE YOUR FINDINKS TONIGHT.

"COSMO KNEW IT WAS DOWN TO HIM TO DEAL WITH IT..."



"...COSMO IS TOP DOG, YOU SEE? HA HA, NO PUN INTENDED. COSMO IS CHIEF OF SECURITY.

"MANY VISITORS IN KNOWHERE JUST NOW, THE MEETINK PLACES BUSTLINK. COSMO DID NOT WANT TO START PANIC.

"BUT COSMO HAD SUSPICIONS. NEW AND STRANGE ENERGY READINKS HAD BEEN TRACKED TO AREA OF KNOWHERE RESERVED FOR XARTHIAN DELEGATION..."



"...THAT IS, THE LUMINALS. THEY HAD BROUGHT SOME KIND OF BIG BOX ON BOARD.

BOX? NO. THERE ARE NO PROBLEMS HERE. YOUR INSTRUMENTS MUST BE FAULTY.



NOW BE A
GOOD DOGGY AND
RUN ALONG.

"THAT *CYNOSURE*,
HEAD LUMINAL, HE A
PIECE OF WORK.



FINE. JUST
BE MAKINK SURE
COSMO NOT HAVE TO
COME BACK HERE AND
KICK YOUR BUTT OFF
KNOWHERE.

"COSMO EVEN *GROWL*
AT HIM LITTLE BIT TO
MAKE HIM UNDERSTAND
COSMO MEAN BUSINESS.



"NEXT DAY... OOOH,
BAD. WILD CRAZINESS
WITHOUT WARNINK. LIKE
MASS HAUNTINK.

"THIS START IN MAIN MEETINK
PLACE. PEOPLE *DIE*. NOW COSMO
HAVE THE PANIC HE DID NOT WANT.
BOZHE MOI, IT WAS *BAD THINK*.

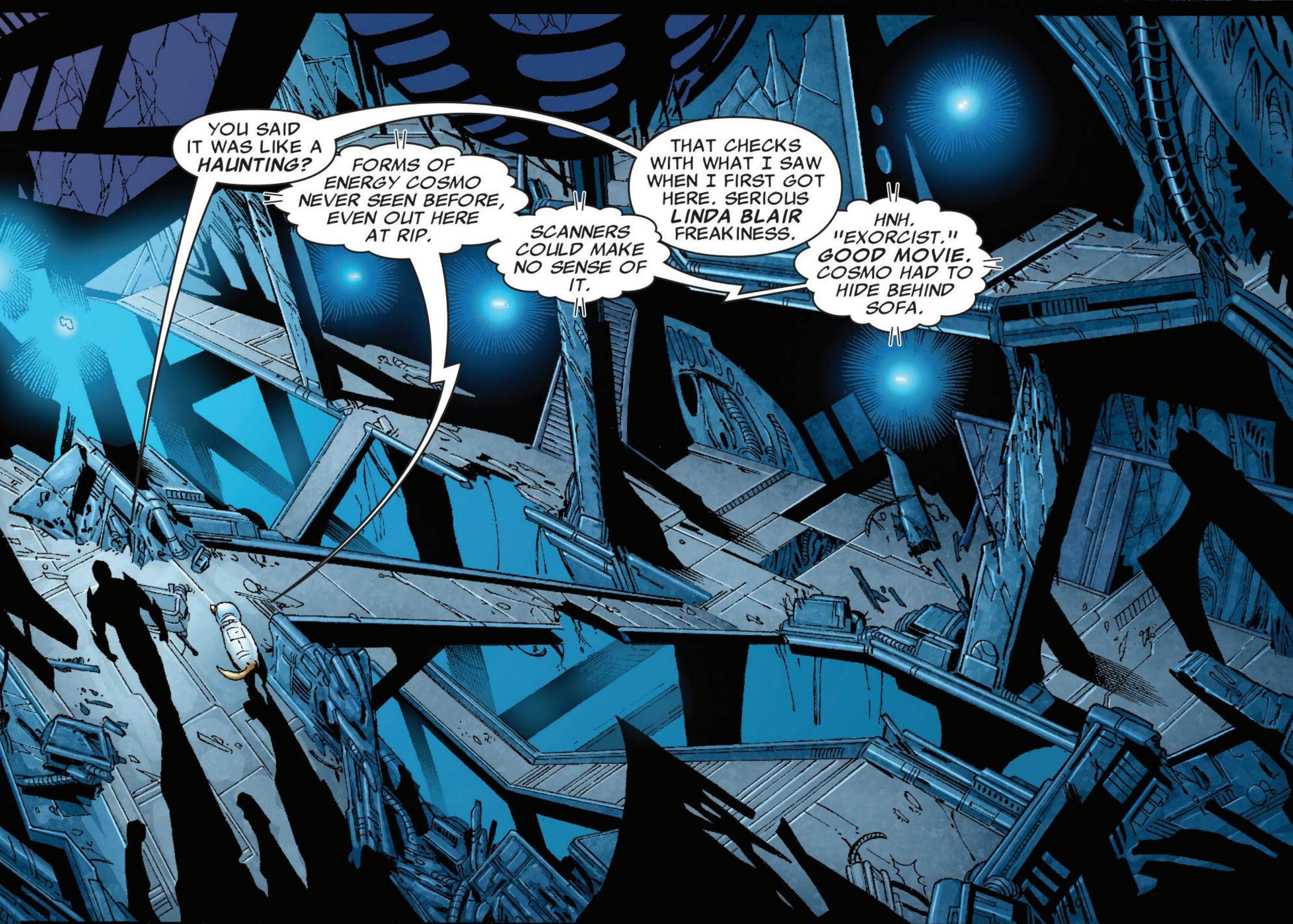


"COSMO SEE HE HAVE NO
CHOICE. COSMO ORDER
EMERGENCY LOCKDOWN, AND
GET EVERYONE TO SAFETY IN
DIMENSIONAL ENVELOPE."



IT
STARTED HERE,
COSMO?

DA,
RIGHT
HERE.



YOU SAID
IT WAS LIKE A
HAUNTING?

FORMS OF
ENERGY COSMO
NEVER SEEN BEFORE,
EVEN OUT HERE
AT RIP.

SCANNERS
COULD MAKE
NO SENSE OF
IT.

THAT CHECKS
WITH WHAT I SAW
WHEN I FIRST GOT
HERE. SERIOUS
LINDA BLAIR
FREAKINESS.

HNH.
"EXORCIST."
GOOD MOVIE.
COSMO HAD TO
HIDE BEHIND
SOFA.



AND
WHERE'S THIS
DIMENSIONAL
ENVELOPE? WHERE
DID YOU HIDE
EVERYONE?



RIGHT HERE.
ON COSMO'S
COLLAR.



IN
THIS TINY
THING?

IT IS
A TESSERACTED
STORAGE CRYSTAL,
RICHARD.



WHOA!
WORLDMIND,
I CAN SEE
INSIDE...

THE CRYSTAL'S POWER
IS FINITE, RICHARD. ONCE
IT FAILS, THE OCCUPANTS
WILL BE RELEASED.

THEY WILL THEN, OF
COURSE, BE
VULNERABLE TO THE
DANGERS AT LARGE
IN THIS HABITAT.

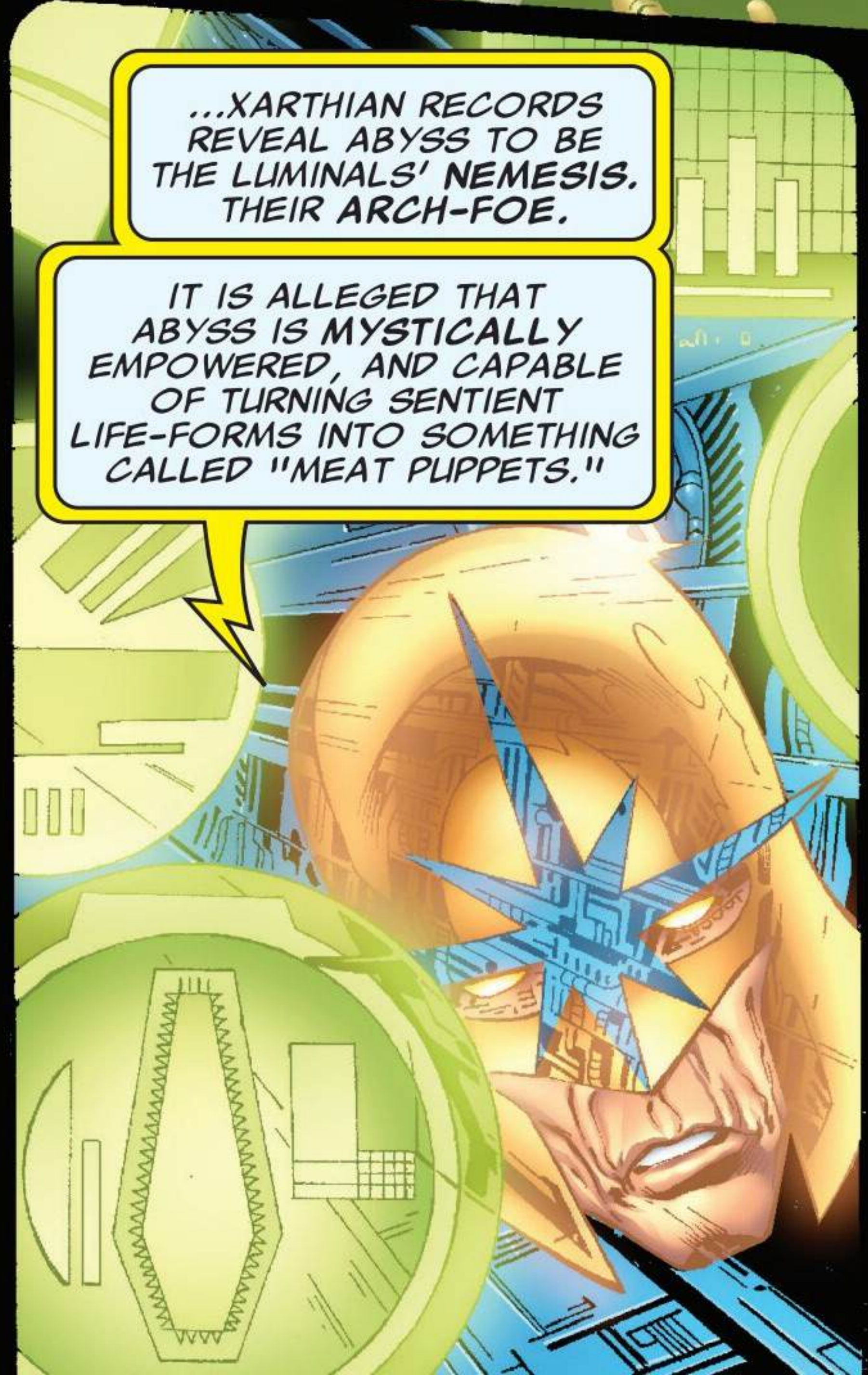


NHH! I CAN
FEEL THEIR ANXIETY.
THEY'RE REALLY
SCARED IN THERE.



WE ARE
APPROACHING A
ZONE USED BY XARTHIAN
DELEGATION.

RICHARD, THE LUMINALS
YOU ENCOUNTERED MADE
REFERENCE TO SOMETHING
CALLED "ABYSS"...



...XARTHIAN RECORDS
REVEAL ABYSS TO BE
THE LUMINALS' NEMESIS.
THEIR ARCH-FOE.

IT IS ALLEGED THAT
ABYSS IS MYSTICALLY
EMPOWERED, AND CAPABLE
OF TURNING SENTIENT
LIFE-FORMS INTO SOMETHING
CALLED "MEAT PUPPETS."

OKAY, NOW WE HAVE A **PRIMARY SUSPECT**. SEE WHAT ELSE YOU CAN DIG UP ON THIS **ABYSS CHARACTER**, **WORLD MIND**.

IN WORK.

ANY IDEA WHY **COSMO** AND I ARE RESISTANT TO HIS POWERS?

I WOULD CONJECTURE THAT **COSMO** IS PROTECTED, FOR NOW AT LEAST, BY HIS **HIGH-GRADE TELEPATHY**.

IN YOUR CASE, **RICHARD**, I PRESUME THAT THE **BUFFERS** HOLDING YOUR **TRANSMODE VIRUS** IN CHECK ARE ALSO BLOCKING HIS EFFORTS TO MANIPULATE YOU.

COMRADE **NOVA**, YOU ARE **TRANSMODE POSITIVE**?

'FRAID SO. CAUGHT IT FROM THE **PHALANX** WHILE TRYING TO STOP THEM TAKING OVER THE **KREE**. WHAT DO YOU KNOW ABOUT THE **PHALANX**?

COSMO HAS HEARD PLENTY, ALL BAD. **COSMO** HAS BEEN TOLD TALES OF **PHALANX**, AND ALSO STORIES OF MYSTERIOUS **TECHNARCHY PARENTS** THAT SPAWNED THEM.

HOW DID THEY CAUSE YOU TO COME TO **EDGE OF UNIVERSE**?

LONG STORY. I'LL TELL YOU LATER, AS SOON AS WE SOLVE THIS MESS. HOW ABOUT YOU? HOW DID YOU END UP HERE?

ALSO LONG STORY. AND **COSMO** WILL TELL IT TO YOU LATER AS WELL...



...IF
THERE IS
BEINK A
LATER.

WATCH OUT!
GET BEHIND ME,
COSMO!

ZZRAKK

ATTENTION!
ATTENTION!
MULTIPLE
HOSTILES!



COSMO?
CAN YOU DEFEND
YOURSELF?

SHRAK



CAN
COSMO DEFEND
HIMSELF, NOVA
SAYS.

GRRRRR



RRRRRAAFF!



THOOOM

SPASIBA.
WATCH YOUR
BACK.

UH?

OKAY. I'M
IMPRESSED.



NICE SAVE,
THANKS.

SHHRAAK

THERE
ARE PLENTY MORE
AGGRESSORS. YOU
WILL RETURN FAVOR,
NO DOUBT.



SHHRAAKK

RICHARD, I AM OBLIGED TO
REMIND YOU THAT IT IS TAKING
83% OF THE NOVA FORCE TO
HOLD YOUR TRANSMODE VIRUS
IN REMISSION.

YOU HAVE ONLY A
LIMITED RESERVE OF
ENERGY TO EXPEND IN
THIS FASHION.

I HEAR YOU,
WORLDMIND.



COSMO,
WE HAVE TO
CUT OUT OF
THIS FIGHT--
FAST!

BAH! COSMO
WAS JUST GETTINK
STARTED!

KRAKDOOM

UH-OH.

COMING.
READY OR
NOT.

THAT'S
CYNOSURE! THE
OTHER LUMINALS
HAVE GONE ZOMBIE
ON US, TOO!

OH, NOT
GOOD! MAYBE FAST
EXIT IS ADVISABLE
AFTER ALL...

COMING
UP! HOLD
TIGHT!

ROOWWLP!



WHOOO-
HOOO! ROCKET
STYLE!



FUN! LET
US DO THAT
AGAIN, DA?

MAYBE
AFTER WE GET
OUR BEARINGS.
WE GOTTA BE DEEP
IN THE LUMINALS'
ZONE NOW,
RIGHT? THA-



OH MY
GOD. WHAT
IS THAT?

THAT IS
BEINK BIG BOX THE
LUMINALS BROUGHT ON
BOARD. REMEMBER
COSMO SAY
"BIG BOX"?

IS IT ME, OR
DOES IT LOOK
VERRRRY SIMILAR
TO A GIANT
COFFIN?

HELLO,
HAVE YOU
COME TO LET
ME OUT?

I ALWAYS
GET OUT AGAIN
IN THE END.

LET ME
GUESS...
ABYSS.

WORLD MIND,
FULL ANALYSIS
OF THAT CASKET,
PLEASE.

IN WORK.

I ALWAYS
GET OUT. I
ALWAYS COME
BACK.

THAT IS
WHY YOU
FEAR ME.

FEAR NOT
EXCLUSIVELY
DIRECTED AT BIG
BLACK BOX...

...COMRADE
NOVA! WE HAVE
COMPANY!

BAD
COMPANY!

READY...

...OR
NOT!

RICHARD, THE
CASKET IS A POWERFUL
CONTAINMENT SYSTEM,
A MINIATURE PRISON.

BUT EVEN
THAT WOULD NOT
END ME.

A PRISON THAT
CANNOT HOLD ME.
THE LUMINALS ALWAYS
TRY TO LOCK ME IN
CHAINS, BUT IT
NEVER LASTS.

THIS TIME,
IN DESPERATION,
THEY SOUGHT TO
CAST ME OFF THE
EDGE OF THE
UNIVERSE.

NOW...ARE
YOU GOING TO
LET ME OUT?

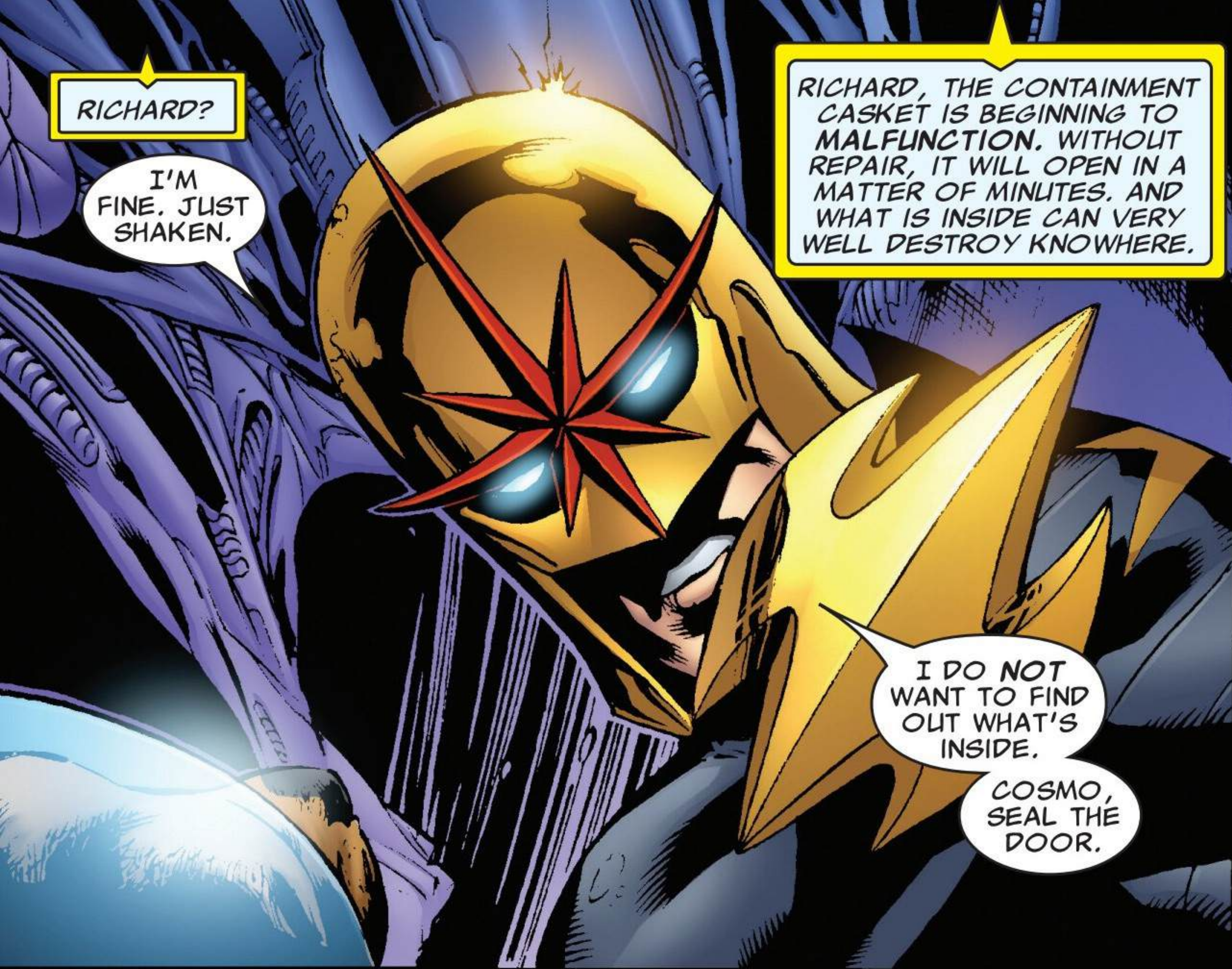
THAT'S
GOING TO
BE A PRETTY
BIG NO.

THEN
YOU ARE
OF NO USE
TO ME.

AGGHHH!

BOZHE
MOI!





RICHARD?

I'M
FINE. JUST
SHAKEN.

RICHARD, THE CONTAINMENT
CASKET IS BEGINNING TO
MALFUNCTION. WITHOUT
REPAIR, IT WILL OPEN IN A
MATTER OF MINUTES. AND
WHAT IS INSIDE CAN VERY
WELL DESTROY KNOWHERE.

I DO NOT
WANT TO FIND
OUT WHAT'S
INSIDE.

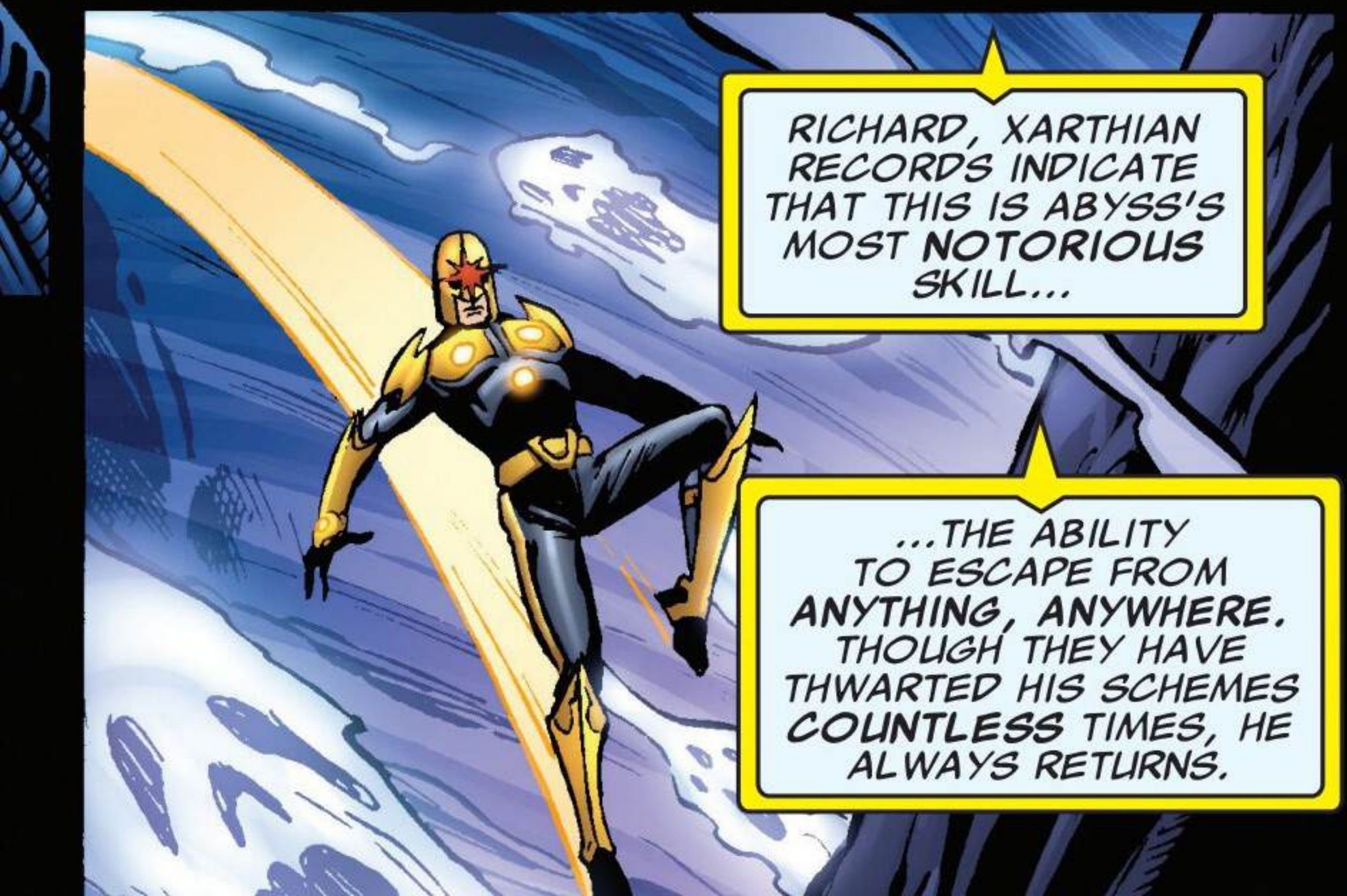
COSMO,
SEAL THE
DOOR.



COSMO
WILL TRY HIS
BEST.



COME ON THEN,
UGLY ZOMBIES, IF
YOU THINK YOU CAN
BITE HARDER THAN
RUSSIAN DOG.



RICHARD, XARTHIAN
RECORDS INDICATE
THAT THIS IS ABYSS'S
MOST NOTORIOUS
SKILL...

...THE ABILITY
TO ESCAPE FROM
ANYTHING, ANYWHERE.
THOUGH THEY HAVE
THWARTED HIS SCHEMES
COUNTLESS TIMES, HE
ALWAYS RETURNS.



IT IS NO WONDER
THE LUMINALS WANTED
TO CAST HIM OUT OF
THE UNIVERSE.

NHHH! JUST
GIVE ME ENOUGH
POWER TO GET ME
CLOSE TO THAT BOX
BEFORE HE SPRINGS
HIMSELF...



GAAHH!

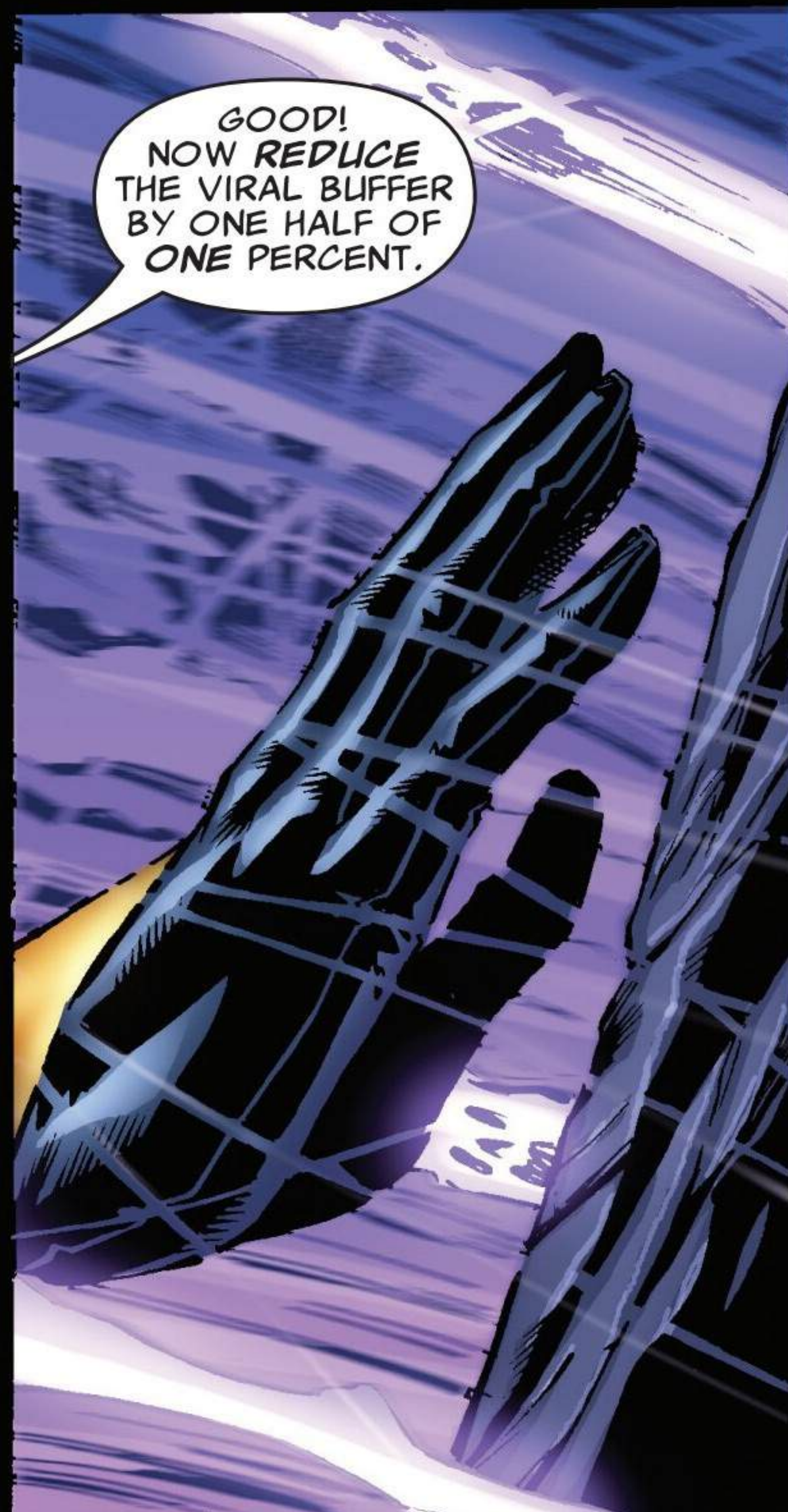
YOU CANNOT REACH ME, CENTURION. I WILL NOT ALLOW IT.

RICHARD, YOU CANNOT AFFORD TO EXPEND THIS MUCH ENERGY. THE BUFFER I HAVE BUILT TO HOLD OFF THE TRANSMODE VIRUS IS WEAKENING.



I KNOW IT IS, WORLD MIND! I CAN FEEL IT! NHH!

GIVE ME A FULL SPEC DISPLAY OF THAT CASKET ON MY VISOR!



GOOD! NOW REDUCE THE VIRAL BUFFER BY ONE HALF OF ONE PERCENT.



NO, RICHARD! THAT WILL LET THE VIRUS OUT INTO YOUR SYSTEM!



YEAH. JUST A LITTLE BIT OF IT. AND A LITTLE BIT IS ALL I NEED!



RICHARD, I WILL NOT ALLOW YOURSELF TO JEOPARDIZE--

COMRADE NOVA! ZOMBIES ARE BREAKING THROUGH COSMO'S BARRIER!

I KNOW,
COSMO! I KNOW!
I'M THERE!

WORLDWIND,
DROP THE BUFFER
BY ONE HALF OF ONE
PERCENT! NOW!

VERY WELL...

EAAARRGHHH!

UNDER
MY SKIN...
CRAWLING...

WHAT...WHAT
ARE YOU DOING,
CENTURION? YOU ARE
INFECTED WITH SOME
KIND OF FILTHY
CONTAGION!

YEAH--LIHHNN!
IT'S A NASTY LITTLE
TECHNO-ORGANIC
VIRUS THAT INTERFACES
WITH MACHINES!

IT'S
KILLING ME,
BUT I'VE FINALLY
FOUND A USE
FOR IT.

IT'S LINKING ME
TO THE MECHANISMS
OF YOUR CASKET,
ABYSS. IT'S ALLOWING
ME TO REPAIR IT.

I'M
LOCKING
YOU BACK IN
YOUR BOX!

HOW
DARE YOU! NO!
NOOOO!

THUUUNNNKKK



GREAT VOID!
THE ZOMBIES ARE...
FALLING APART TO
DUST!

WHAT
DID YOU
DO?



I REPAIRED THE
CONTAINMENT SYSTEM.
I LET A TINY BIT OF THE
VIRUS OUT AND USED IT
TO FIX THE DAMAGE
ABYSS HAD DONE.

WORLD MIND, IS
THE BUFFER BACK
TO FULL?

THE VIRUS IS
CONTAINED AGAIN,
RICHARD. BUT MY
CONTROL OF IT IS
WEAKENED.

I GREATLY
FEAR FOR YOUR
SAFTEY.



ABYSS WILL TRY
TO GET OUT AGAIN.
IT'S HIS NATURE.

DA. BUT
NEXT TIME,
COSMO WILL
BE READY.



COSMO
HOPES COMRADE
NOVA HAS NOT
RISKED HIS HEALTH
TOO MUCH.

I'LL BE
OKAY. I'VE
BEATEN THIS
DISEASE ONCE;
I CAN DO IT
AGAIN.

OH,
BEHOLD!
KNOWHERE'S
SYSTEMS
ARE BACK
ONLINE!

**KNOWHERE,
TWENTY-FOUR HOURS LATER...**



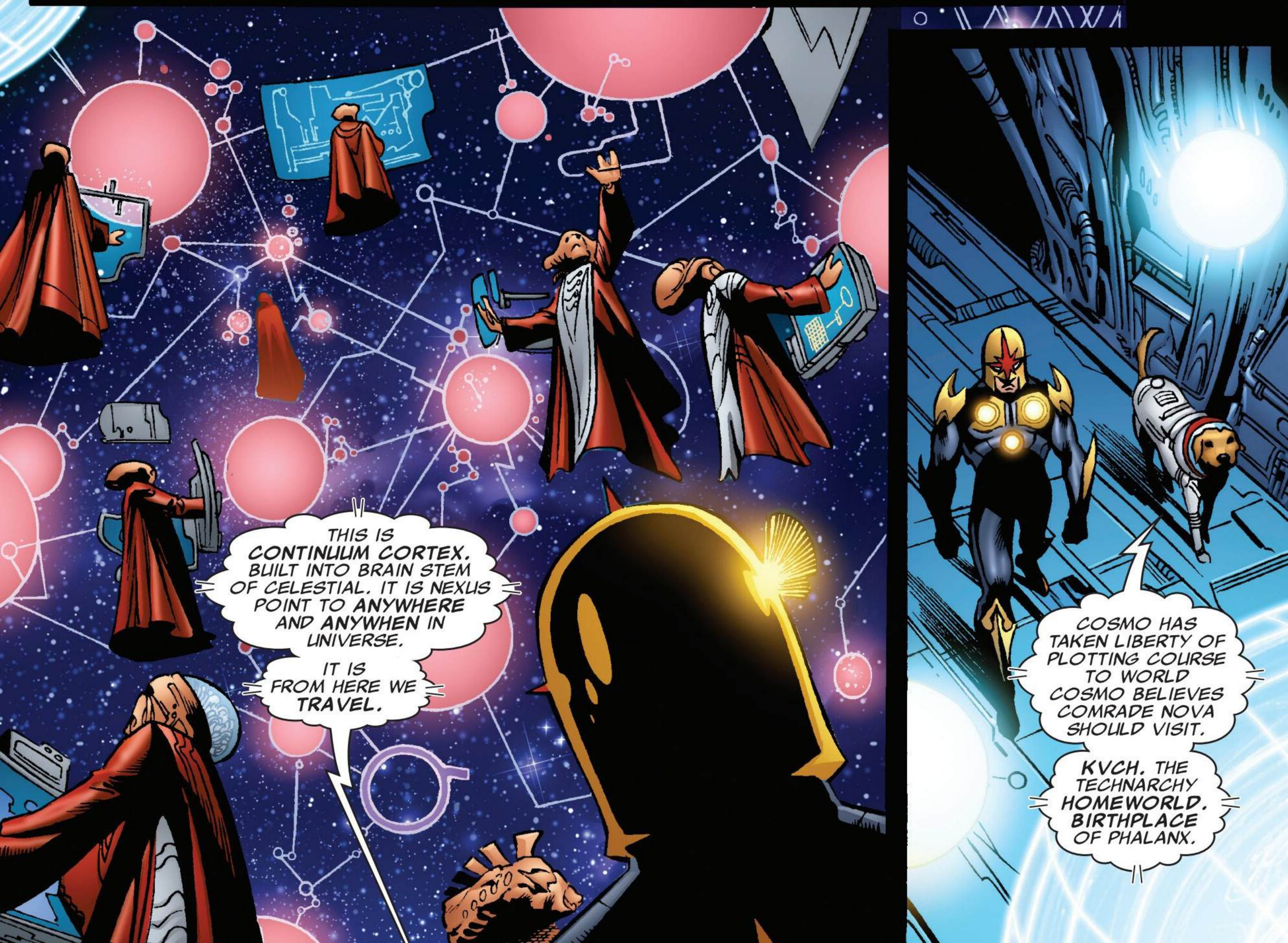
SO, YOU
ARE RESTED,
COMRADE
NOVA?

I SLEPT
LIKE A BABY,
COSMO.

AND THE
VIRUS?

IT'S ISOLATED.
FOR NOW. BUT I
FEEL WEAK, LIKE I'M
COMING DOWN WITH
THE FLU.

WORLDMIND
KEEPS TELLING ME I
SHOULDN'T HAVE DONE
IT. HE SAYS I'VE LOWERED
MY RESISTANCE TO THE
VIRUS EVEN FURTHER--
THAT IT'S RAGING TO
TAKE CONTROL OF
ME NOW.

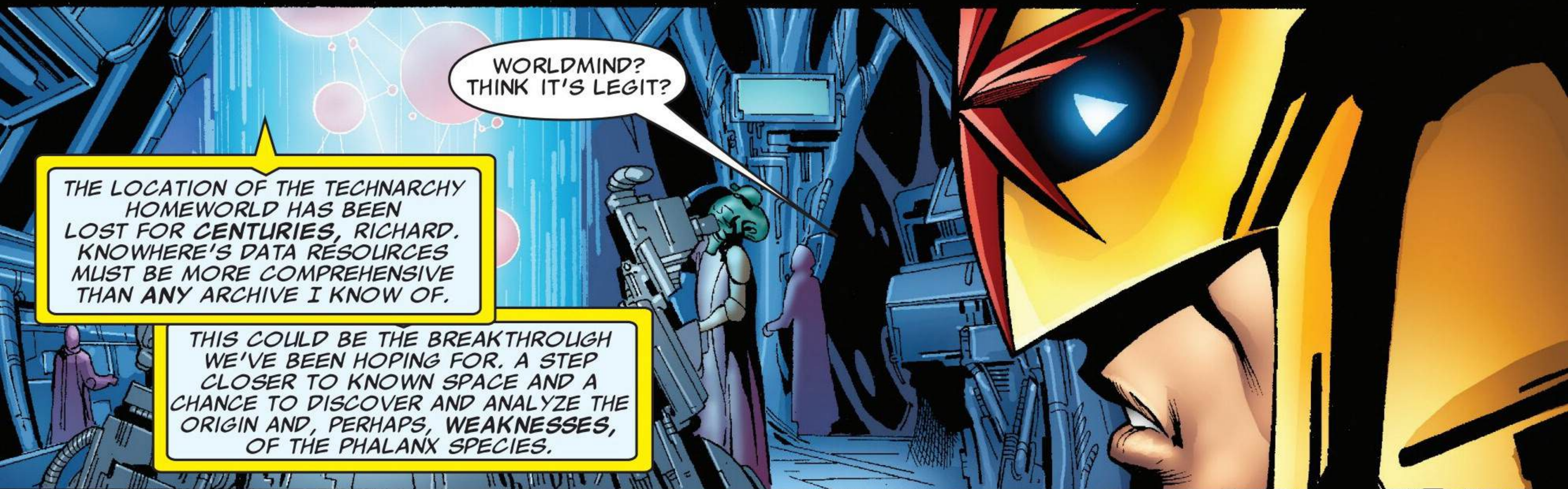




THIS PASSPORT HAS BEEN PREPROGRAMMED WITH TRANSIT VECTORS. LET ADEPT FIT IT TO YOUR WRIST.

IT WILL GUIDE YOU, COMRADE.

TO THE TECHNARCHY HOMEWORLD? YOU'RE KIDDING!



WORLD MIND? THINK IT'S LEGIT?

THE LOCATION OF THE TECHNARCHY HOMEWORLD HAS BEEN LOST FOR CENTURIES, RICHARD. KNOWHERE'S DATA RESOURCES MUST BE MORE COMPREHENSIVE THAN ANY ARCHIVE I KNOW OF.

THIS COULD BE THE BREAKTHROUGH WE'VE BEEN HOPING FOR. A STEP CLOSER TO KNOWN SPACE AND A CHANCE TO DISCOVER AND ANALYZE THE ORIGIN AND, PERHAPS, WEAKNESSES, OF THE PHALANX SPECIES.



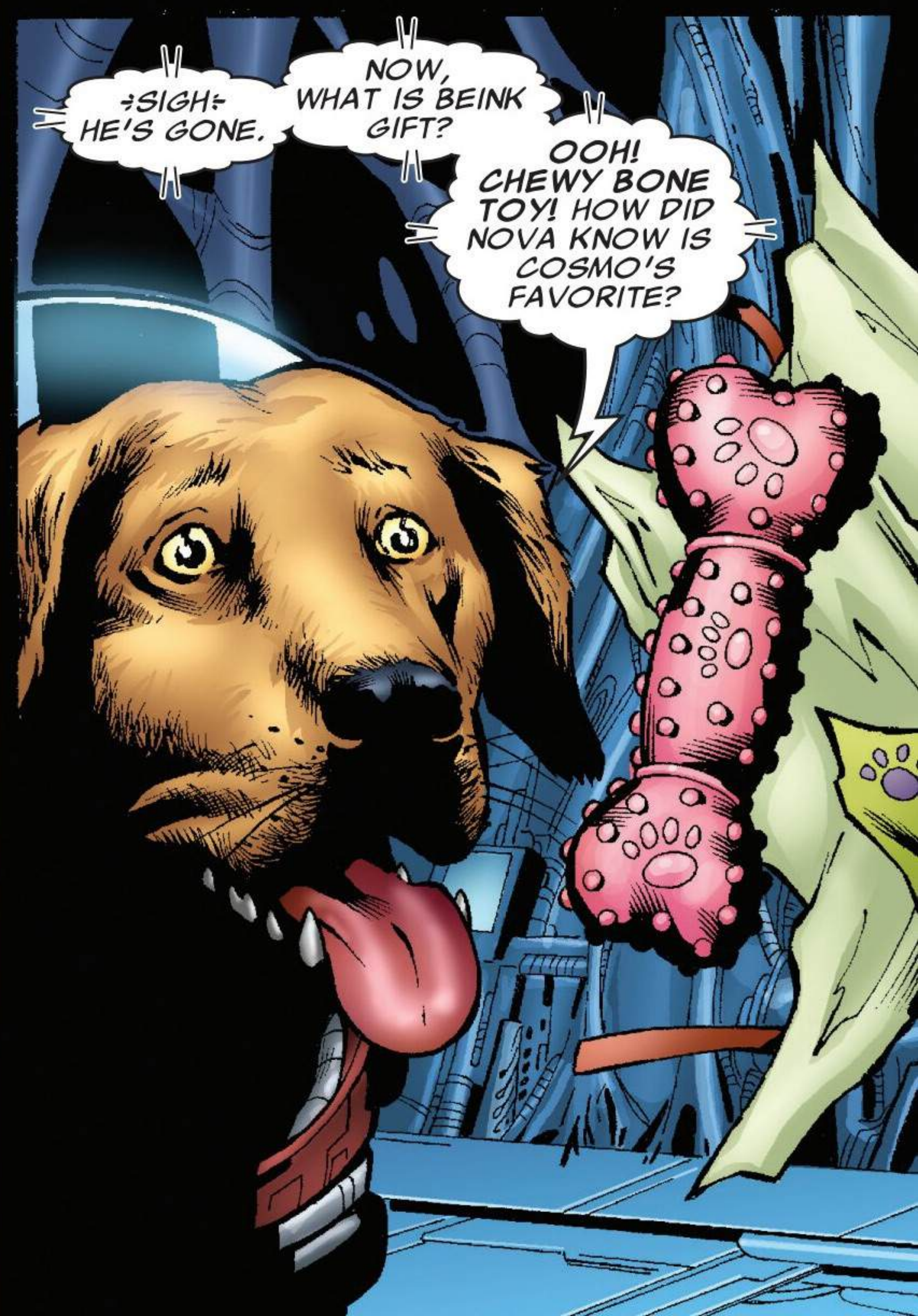
STEP INTO THE CORTEX, COMRADE. COME ON, RELAX. SENSATION OF TRANSIT IS QUITE PLEASANT.

OKAY.

OH, I ALMOST FORGOT! I GOT YOU A GIFT FROM THE MARKETPLACE.



SO KIND. YOU ARE TRUE COMRADE. WELL, GOODBYE--AND GOOD LUCK.



~SIGH~ HE'S GONE.

NOW, WHAT IS BEINK GIFT?

OOH! CHEWY BONE TOY! HOW DID NOVA KNOW IS COSMO'S FAVORITE?

**TWO HOURS
LATER...**

**REEEP
REEEP**

LIHHN?

**INTRUDER ALERT!
INTRUDER ALERT!**

COSMO
IS ON HIS
WAY!

TAC
REPORTS TWO
INTRUDERS,
ARMED AND
HOSTILE.

REPORTS OF
SHOTS FIRED ON
LEVELS TEN AND
ELEVEN.

CASUALTIES?

PLENTY. THEY CAME
THROUGH HERE FIRING
INDISCRIMINATELY.

WHERE
ARE THEY
NOW?

THEY WERE
HEADING FOR
THE CONTINUUM
CORTEX.







VORRE







NHHH!
THINK! BEFORE
THAT!

SHUT UP
AND DIE!

FEEL MY HAND.
I'VE GOT A PHASED
PULSE LOADED AGAINST
YOUR THROAT THAT
CAN TAKE YOUR HEAD
CLEAN OFF.

NOW THINK!
THE LAST THING
YOU REMEMBER!



EXTRADIMENSIONAL
TRANSIT. DRAX AND I
HAD CAUGHT UP WITH
YOU...

...I
ATTACKED
YOU.



RIGHT. AND
THEN WHAT DO YOU
REMEMBER?



I...

NOT THIS
PLACE, THAT'S
FOR SURE.

SO HOW
DID WE GET HERE,
GAMORA?

RIGHT NOW,
YOU AND I MAY
NOT BE EACH
OTHER'S BIGGEST
PROBLEM.



WHERE
IS THIS
PLACE?

WORLD MIND?

I AM UNABLE
TO IDENTIFY
THE LOCATION,
RICHARD.

THERE IS INSUFFICIENT
DATA, AND ALL MY
AVAILABLE POWER IS
COMMITTED TO HOLDING
YOUR TRANSMODE VIRUS
IN SUBMISSION.

THUS, I CANNOT
PERFORM A MORE
RIGOROUS SCAN.



WRECKED
STARSHIPS, DEBRIS.
IT'S LIKE A...
GRAVEYARD.

IT SMELLS
OF DEATH AND
DECAY.

YOU
SHOULD FEEL
RIGHT AT
HOME.



MY
TELEPORT
PASSPORT IS
BLANK. NO
SIGNAL.

IT'S LIKE
THE JOURNEY WAS
INTERRUPTED.



MINE AS
WELL.

YOU HUNTED
ME FROM
KNOWHERE?

OF COURSE
YOU DID. THAT
LINERRING PRECOG
TRACKING INSTINCT
OF YOURS.



WHICH I FIND
I AM CURRENTLY
LACKING.

WHAT?

I FEEL
NUMB, MY SENSES
DULLED.

SOMETHING
ABOUT THIS PLACE
IS UNSETTLING
MY--



**THOOM
THOOM**

WHAT IN
BLUE BLAZES
WAS THAT?

THE NOISE
THAT WOKE ME.
LIKE A VAULT DOOR
SLAMMING, FAR
AWAY...



WHERE ARE YOU GOING?

TO LOOK AROUND.

ANY IDEA WHAT HAPPENED TO DRAX?

I DON'T EVEN KNOW WHAT HAPPENED TO ME.



LOOK. LIGHTS.

I SEE THEM. MOVING. COULD BE SOMETHING ALIVE UP THERE.

WORLDMIND? VITAL SCAN, SURROUNDINGS.

SCANNING. MAY I REMIND YOU, RICHARD, MY SCANNING OPTIONS ARE SEVERELY LIMITED.

ATTENTION. I DETECT AN ORGANIC TRACE IN THE WRECKAGE AHEAD.



WHOA! COMPANY.

HELLO? HELLO DOWN THERE!

CONTACT IS IDENTIFIED AS A MERCHANT CASTE PACHYCEPH VOIDNAUT. IT IS INJURED.

TRANSLATORS, PLEASE.

ᄒᄒᄒᄒᄒᄒ
ᄒᄒᄒᄒᄒᄒ



<HELLO? VOIDNAUT? GREETINGS.>

<SALUTATION, NOVA CENTURION. HAVE YOU COME TO ASSIST ME? I HAVE BEEN HERE SEVERAL CYCLES. I AM LOST. I AM HURT.>

<JUST HOLD ON, SIR. I'LL HAVE YOU FREED IN A MOMENT.>



<PLEASE, I DO NOT KNOW WHERE I AM. MY VESSEL WAS SUNDERED. I CANNOT FIND THE REST OF MY VOIDHERD.>

<THERE ARE THINGS MOVING IN THE DARKNESS, CENTURION. I CAN HEAR THEM CHATTERING. THEY ARE WATCHING US.>



<WE'LL SEE. JUST HOLD ON AND-->

BEWARE!

RICHARD, IT IS CRITICAL YOU PAY ATTENTION AT THIS TIME.



WHAT THE...?

<HELP ME! CENTURION, IN THE NAME OF THE GREAT VELDT, PROTECT ME!>



OH MY GOD! NO! NO!

SHRAKK

MREAAAAHHH!





I CAN TAKE CARE OF MYSELF, YOU MORON!

IF YOU SAY SO.



THEY'RE PURSUING US.

GREAT. WORLDMIND? WHAT THE HELL WERE THOSE THINGS?

I APOLOGIZE, RICHARD. I HAVE NO ANSWER. THE VIRUS IS PROVING DIFFICULT TO CONTAIN.



LIHNN. I KNOW WHAT YOU MEAN. I'VE GOT TO REST FOR A MOMENT. EVERY TIME I LOSE CONCENTRATION, THE INFECTION TAKES A FIRMER HOLD...

RICHARD-HUMAN...



...I CAN SMELL THE VIRUS IN YOUR BLOOD. IT IS TOO STRONG FOR YOU, ISN'T IT?

LET GO, RICHARD-HUMAN. SURRENDER TO IT. BE WITH ME AGAIN.



GET OFF.

I LET IT OUT, JUST A TINY PIECE OF IT, ON KNOWHERE. I SHOULDN'T HAVE. IT WAS IN REMISSION, AND NOW IT'S ACTIVE AGAIN.

DON'T FIGHT IT.

I'M GONNA FIGHT IT. NHHH! I REFUSE TO END UP LIKE YOU.



IF YOU WANT
A FIGHT SO MUCH,
HELP ME FIGHT
THEM.

MY GODBLADE
WILL KILL **SOME**,
BUT I COULD USE
YOUR POWER.

YOUR DAMN
GODBLADE CAN
KILL JUST ABOUT
ANYTHING.

NOVA
CENTURIONS,
FOR EXAMPLE.



SHE WAS
NOTHING!
WORTHLESS!

HER NAME
WAS **KO-RELI!**
SHE WAS TRYING
TO HELP ME AND
YOU **MURDERED**
HER!

YOU WOULD
HAVE KILLED HER
YOURSELF. THE
PHALANX MADE
YOU **SELECT!**



NOT ANY
MORE, THANK
GOD!

OH, **RICHARD-
HUMAN!** AS A **SELECT**,
YOU WERE SO **POWERFUL**
AND **CONFIDENT!** YOU
HAD REACHED YOUR
POTENTIAL!

I WAS A
MONSTER. IF
ONLY YOU COULD
SEE WHAT SORT OF
MONSTER THE
PHALANX HAS MADE
YOU, TOO.



RICHARD,
I'VE ALWAYS BEEN
A **MONSTER**. A **KILLER**.
THE PHALANX SIMPLY
GAVE ME **FOCUS** AND
PURPOSE.



THAT'S NOT
TRUE. YOU WERE A
WARRIOR. WE FOUGHT
SIDE BY SIDE IN THE
ANNIHILATION WAR.

YOU FOUGHT
FOR WHAT WAS
RIGHT.



TIMES CHANGE.
WE WERE **LOVERS**
THEN, TOO, OR HAD
YOU FORGOTTEN?

OF
COURSE
NOT.

WE WERE
GOOD TOGETHER.
STRONG AND
PASSIONATE.

IT
COULD BE
LIKE THAT
AGAIN.



EXCEPT YOU RUINED IT.

WHAT?

DID YOU EVER WONDER WHY I LEFT YOU?



"DO YOU REMEMBER THAT DAY, GAMORA? NEAR THE END OF THE WAR?"



"I PUT YOU IN CHARGE OF INTERROGATING KREE COLLABORATORS..."

...YOU DECIDED IT WOULD BE **QUICKER** TO KILL THEM."



ALL OF THEM.

THEY WERE **TRAITORS**. THEY DESERVED NO--

THEY WERE **DEFENSELESS** PEOPLE! AND THEY WERE A VITAL SOURCE OF INFORMATION! WHAT THEY COULD HAVE TOLD US MIGHT HAVE SAVED LIVES!

THAT WAS THE MOMENT. FROM THEN ON, I TOOK ANY MISSION THAT KEPT ME AWAY FROM YOU.



AWAY... FROM ME?

IT WAS SO DIFFICULT. I LOVED YOU.

I **TRUSTED** YOU.

THE DAY WE MET, RICHARD-HUMAN, I TOLD YOU **NEVER** TO DO THAT.



GAMORA?
THEY'VE
FOUND US.



SIDE BY
SIDE?

JUST
LIKE OLD
TIMES.



SEE?
THEY DIE! THEY
DIE!



ATTENTION,
RICHARD. BREAK
OFF. QUIT THIS
FIGHT.

WORLDMIND,
I--

RICHARD, WE CANNOT SPARE
THE ENERGY. I NEED EVERY
LAST SCRAP OF POWER TO
FIGHT OFF YOUR VIRUS.
DISENGAGE AND WITHDRAW!



BUT
GAMORA
IS--



YOUR SWORN
ENEMY, AND
DEDICATED TO
KILLING YOU.
LEAVE HER.



SORRY,
WORLDMIND...

...NOT MY
STYLE.



I KNOW YOU RELISH A FIGHT, BUT IF YOU'D STAYED THERE, YOU'D HAVE BEEN KILLED.

YOU...
YOUR MOTIVATIONS PUZZLE ME, HUMAN.

YEAH? WELL, THEY PRETTY MUCH CONFUSE THE HELL OUT OF ME, TOO.



RICHARD-HUMAN, WHAT'S THAT AHEAD?

SOME KIND OF GATEWAY? I DUNNO. GOTTA BE A BETTER BET THAN HERE.

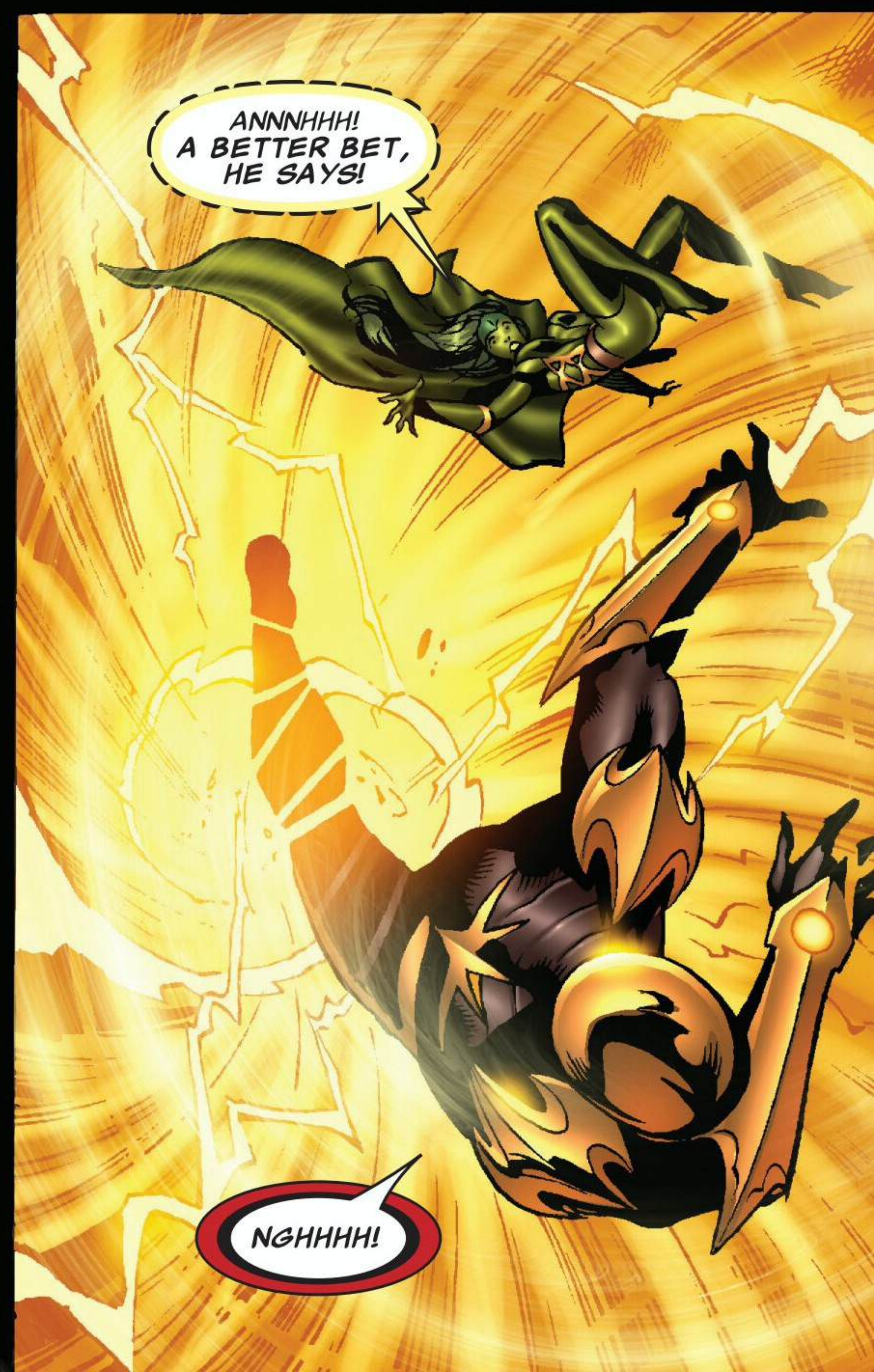


RICHARD, YOU'RE HURTING...

MNN. USING TOO MUCH ENERGY. I CAN BARELY KEEP THE DAMN VIRUS FROM BURNING CLEAN THROUGH MY METABOLISM.



HANG ON.



ANNHHH! A BETTER BET, HE SAYS!

NGHHHH!



OOOOFF!

UGHN!



WHERE ARE WE?

THROUGH THAT GATEWAY, I GUESS-- I'M MAKING THIS UP AS I GO!



AGNN!

RICHARD-HUMAN!

HAKK! HAKK! HAKK!



RICHARD, YOU'VE GOT TO GIVE IN TO IT OR IT WILL KILL YOU!

HAKK! HAKK! NO!

YOU'RE SO STUBBORN!



YOU ALWAYS WERE! SO STUBBORN! SO MUCH TRUER AND BETTER THAN ME!

WHAT? BETTER?

I STAYED AWAY FROM YOU TOO IN THOSE LAST DAYS! YOU MADE ME FEEL SO GUILTY ABOUT WHAT I WAS!



GUILTY?
WHAT THE HELL
ARE YOU--

GUILTY
FOR BEING WHAT
I WAS COMPARED
TO YOU!

I DON'T
HAVE TO FACE
THAT GUILT ANYMORE!
AS A SELECT, I NO
LONGER FEEL IT!

PLEASE,
RICHARD...
BE WITH ME
AGAIN!

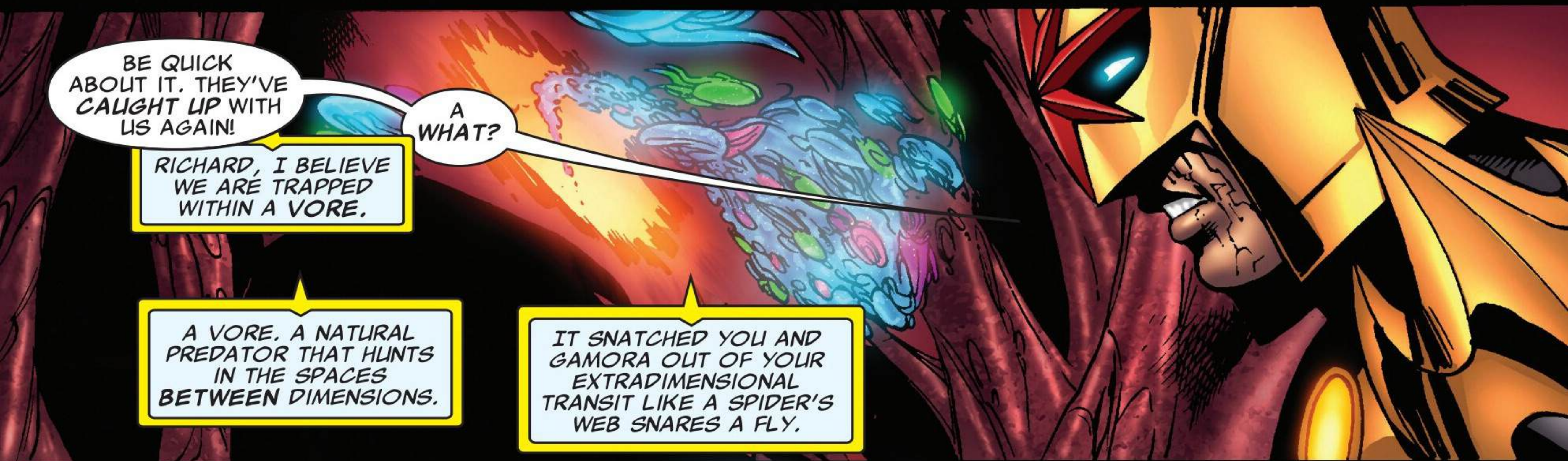


OH.

IT'S
STOPPED.
THE WIND, THE
NOISE...

WORLDMIND?

STAND BY, RICHARD.
BASED ON WHAT LITTLE
DATA I HAVE ASSEMBLED,
I AM BEGINNING TO
FORM A HYPOTHESIS.



BE QUICK
ABOUT IT. THEY'VE
CAUGHT UP WITH
US AGAIN!

RICHARD, I BELIEVE
WE ARE TRAPPED
WITHIN A VORE.

A
WHAT?

A VORE. A NATURAL
PREDATOR THAT HUNTS
IN THE SPACES
BETWEEN DIMENSIONS.

IT SNATCHED YOU AND
GAMORA OUT OF YOUR
EXTRADIMENSIONAL
TRANSIT LIKE A SPIDER'S
WEB SNARES A FLY.



AND?

YOU WERE TRAPPED
IN ITS GESTATION SACK,
STORED AS FOOD IN A
LARDER FOR ITS YOUNG.

THESE
GLOWY
THINGS?

EXACTLY.

AND
WHERE ARE
WE NOW?



YOU'RE IN THE BIRTHING
CANAL. THE YOUNG ARE
ABOUT TO BE BORN.

WORLDMIND!
FULL-STRENGTH
SHIELD AROUND ME
AND GAMORA!
NOW!



RICHARD!



AGHHHH!



RICHARD?
RICHARD!



WE--
WE MADE IT,
WORLD MIND.
SO...THAT'S
THE VORE?

THE PART OF IT WE
CAN SEE, THE PART
THAT HAS CRESTED
INTO THIS DIMENSION.

WE'RE
OUTSIDE,
RICHARD-
HUMAN. WE'RE
OUTSIDE.

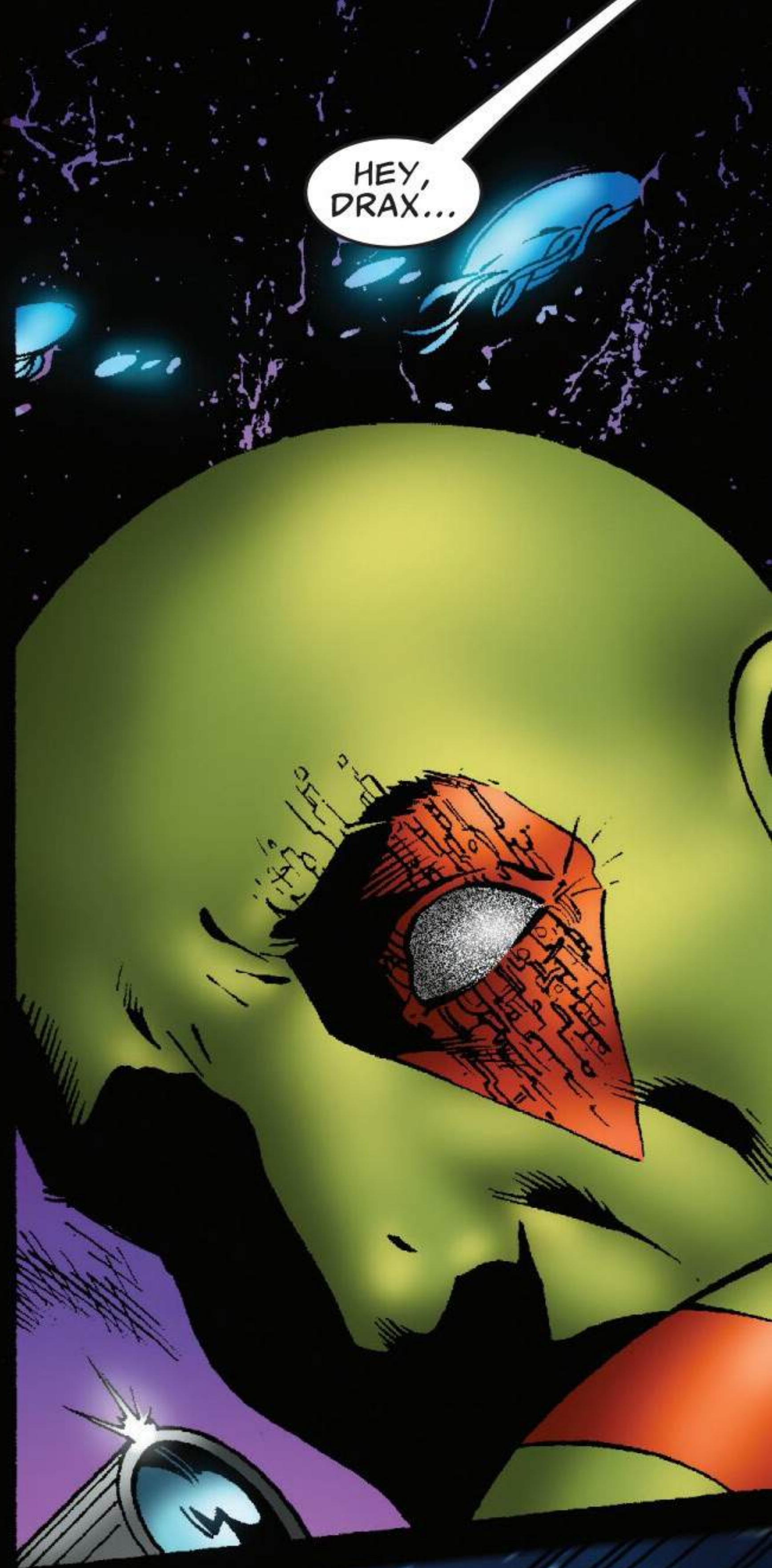
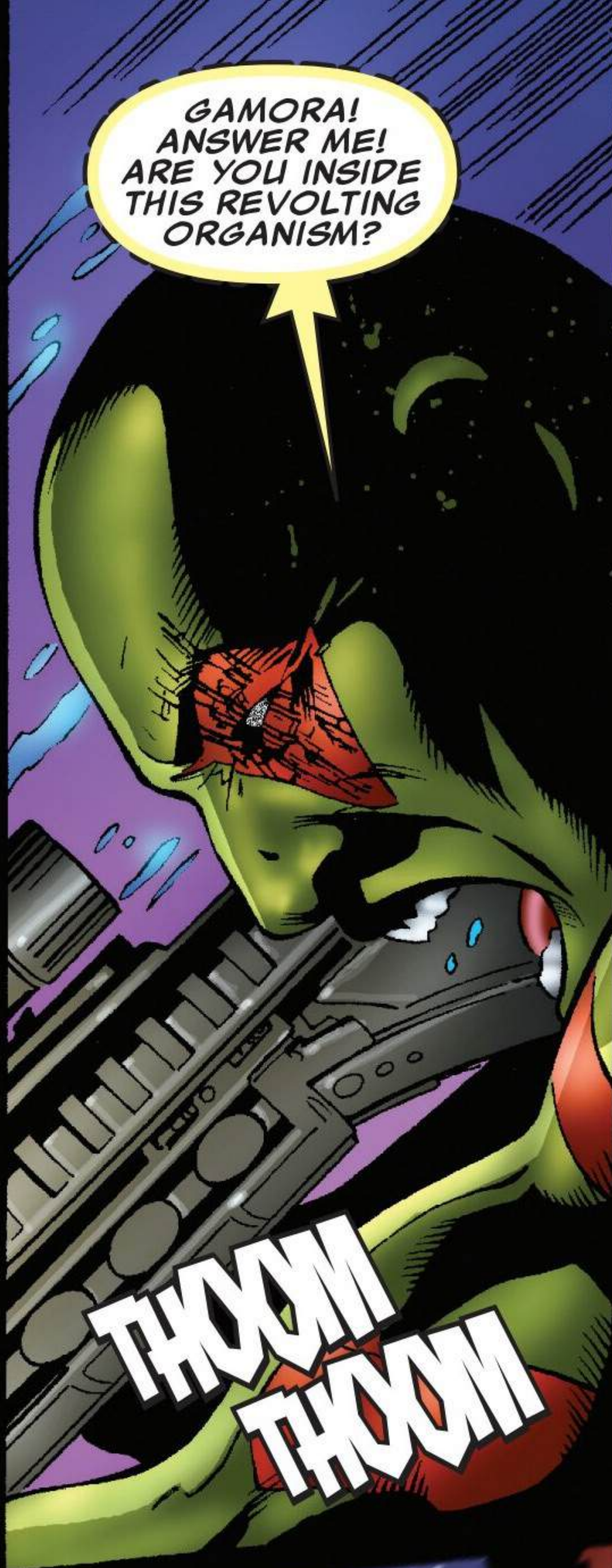


YOU
SAVED
ME.
YOU KNOW
WHAT THAT
MEANS?

YEAH.



YOU TOLD
ME NEVER TO
TRUST YOU.
I
DIDN'T.





RIDER!



WE'RE
CLEAR.

WELL DONE,
RICHARD.

ALTHOUGH I WOULD
HAVE RATHER YOU
KILLED THEM BOTH, TO
BE ON THE SAFE SIDE.

TOLD
YOU. NOT MY
STYLE.



GLEEP
GLEEP
GLOP
GLIP

THE PASSPORT
COSMO GAVE ME
IS BACK ONLINE.
EXTRADIMENSIONAL
ROUTE TO KVCH
LOGGED AND
PLOTTED.

THIS IS IT,
WORLDWIND. THE
HOMEWORLD OF THE
TECHNARCHY, PARENTS
OF THESE PHALANX
FREAKS.



EXTRADIMENSIONAL TRANSIT
RE-ESTABLISHED. WE ARE
BACK ON THE COURSE THE
VORE PULLED US FROM.

RICHARD, I AM CONCERNED.
ANALYSIS OF YOUR BIOPATTERN
REVEALS AGGRESSIVE
TRANSMODE REACTION.



YOU ARE RUNNING A
HIGH FEVER. SECONDARY
INFECTIONS HAVE SET IN.

WE HAVE HELD THE VIRUS AT BAY AS
LONG AS POSSIBLE. I ESTIMATE YOU
HAVE LESS THAN TWO HOURS BEFORE
THE VIRUS EITHER REGAINS CONTROL
OF YOUR SYSTEM OR KILLS YOU.

RICHARD?

I'M...
I'M OKAY,
WORLD MIND.
I'M OKAY.

I CAN
DO THIS.

WE'RE
ALMOST
...NNHHH...
ALMOST
THERE...





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PENCILERS 1-5, 11-14 & 19-24

30-36

6-10, 15-18, 25-29

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COVER & STORY BASED ON NOVA #1 BY MARV WOLFMAN, JOHN BUSCEMA, RICH BUCKLER & JOE SINNOTT

SPACE, APPROXIMATELY
NINE-HUNDRED-AND-SIXTY-
MILLION LIGHT-
YEARS FROM EARTH.

PAIN LACES YOUR LIMBS--SEARS
YOUR MIND. YOU'VE GONE TO THE
ENDS OF THE GALAXY,
AND ALL YOU HAVE LEFT IS HOPE.

HOPE, AND A HANDFUL OF
MEMORIES, THE LAST FEW
SCRAPS THAT YOUR FEVERED
MIND HASN'T BURNED UP.

WHERE WERE YOU
YESTERDAY? NOWHERE?
KNOWHERE?

WERE YOU ON THE
BASKETBALL COURT
BEHIND HARRY S. TRUMAN
HIGH SCHOOL? WAS THAT
YESTERDAY, OR
ANOTHER LIFETIME?

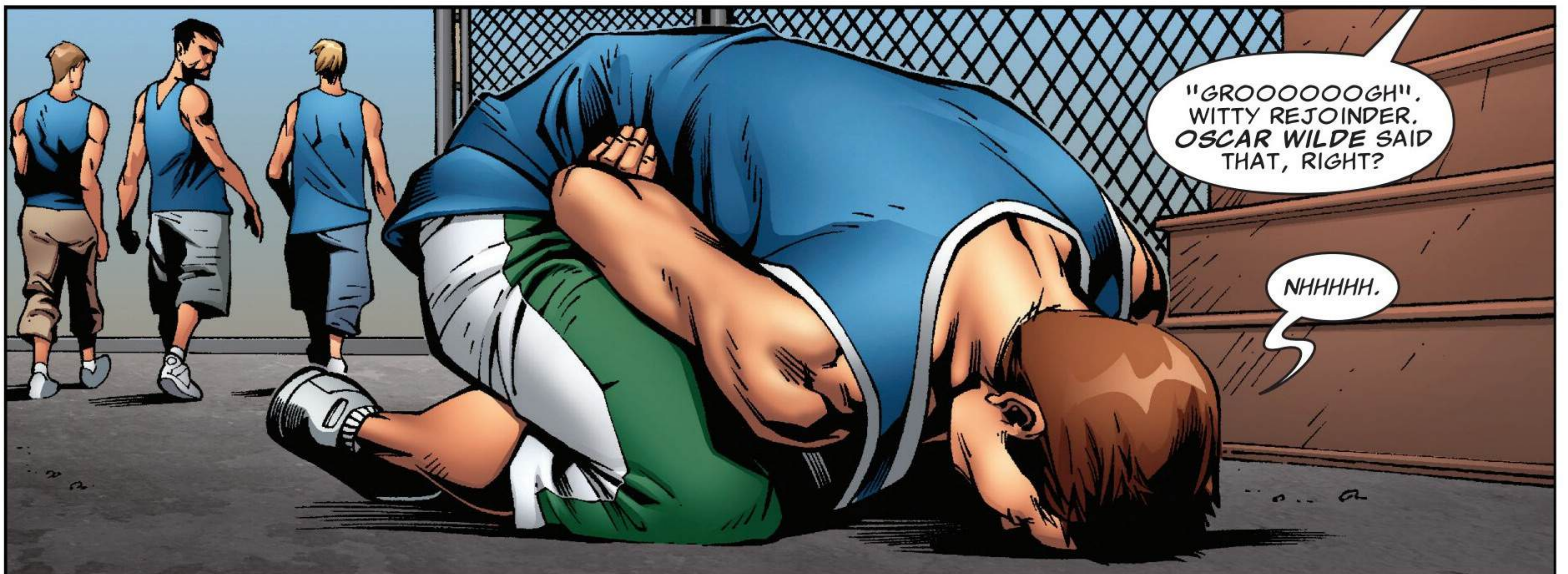
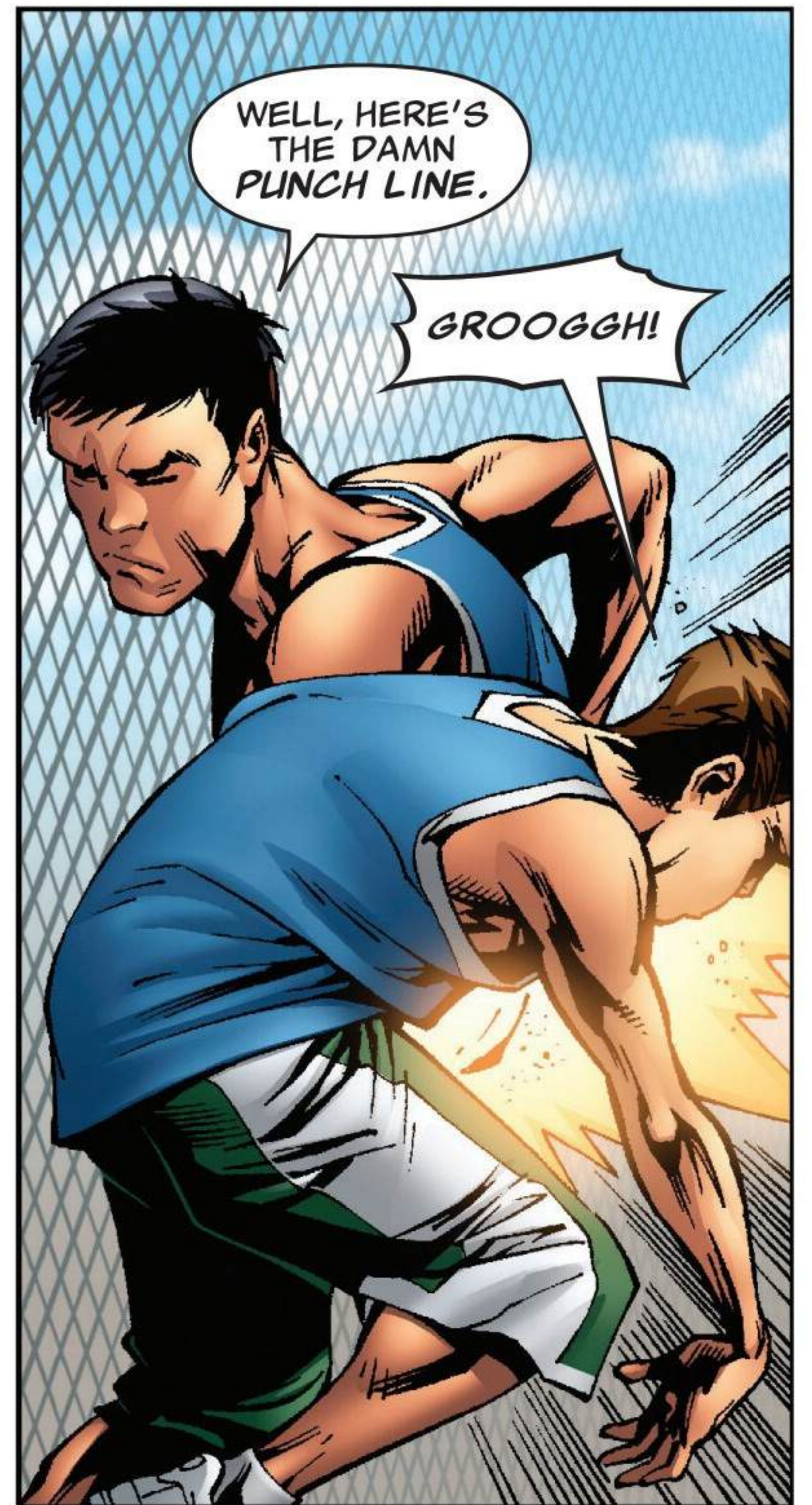
YOU
FLUBBED YOUR
BLOCK, RIDER!

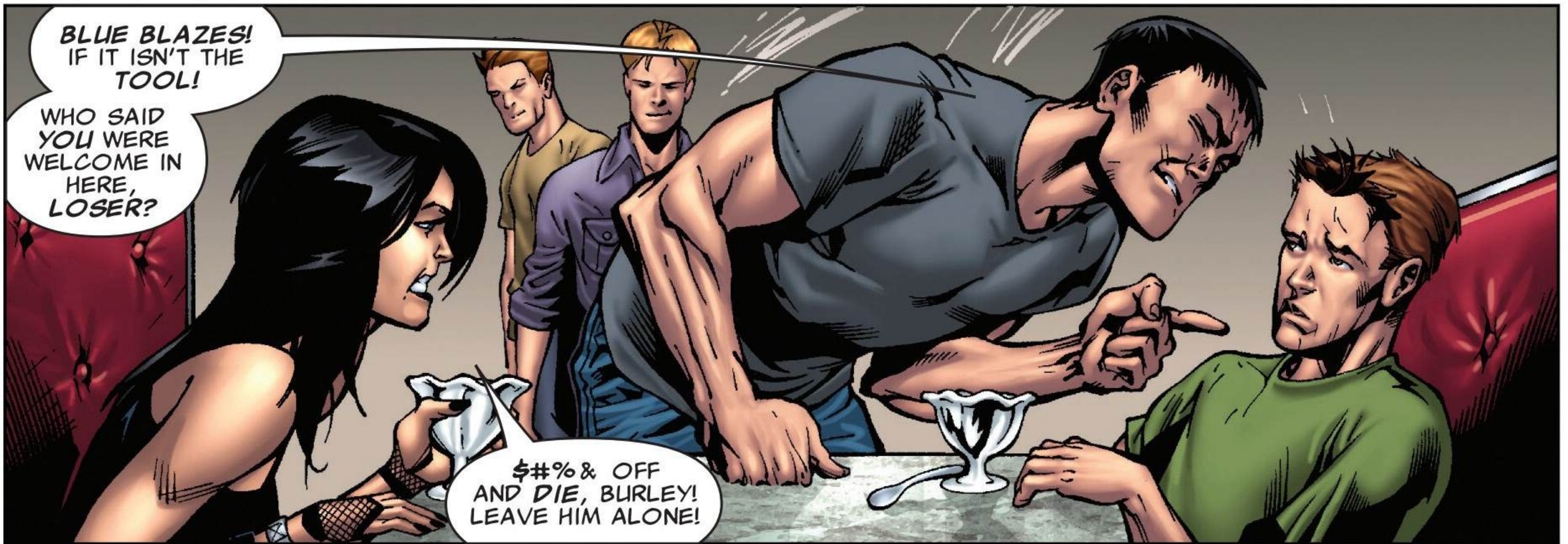
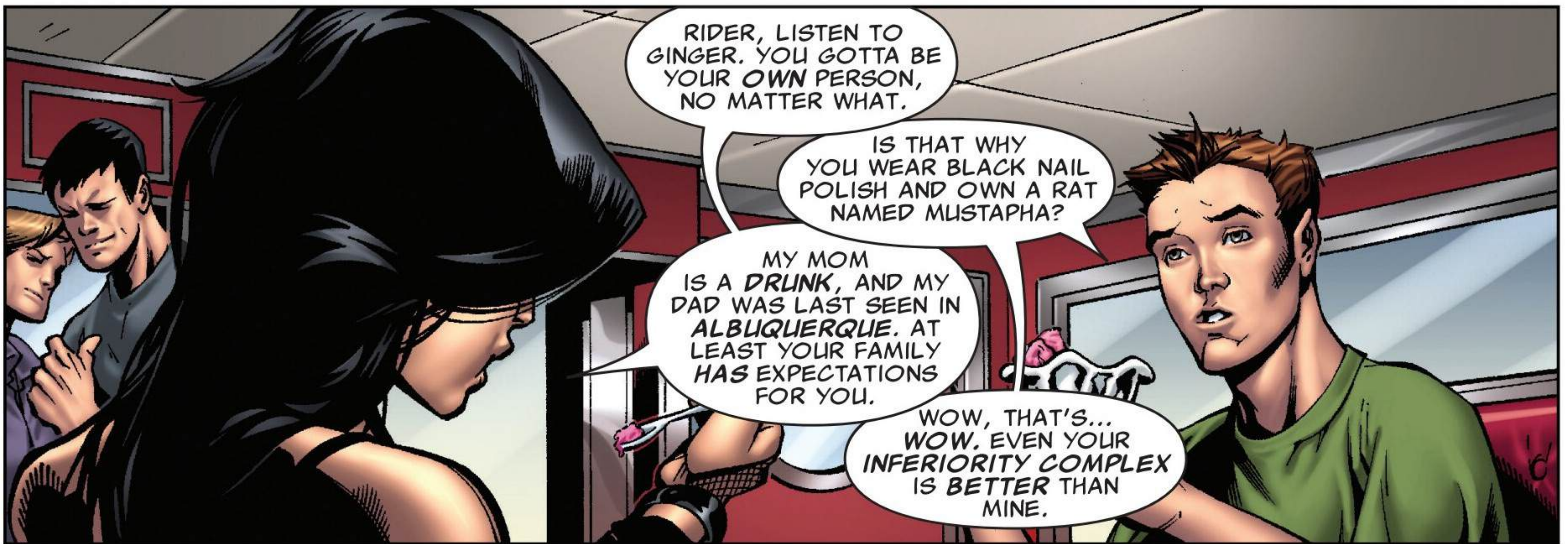
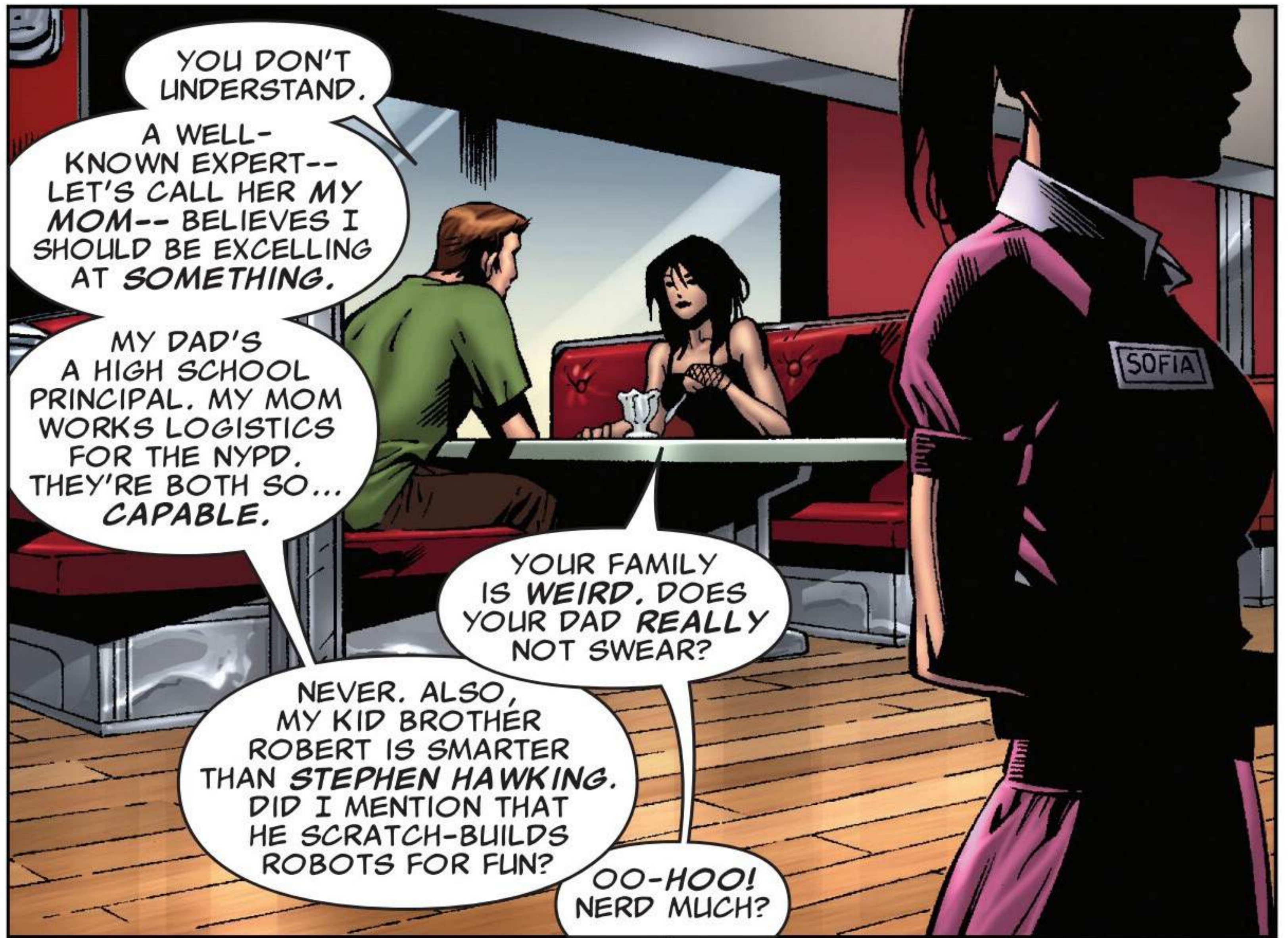
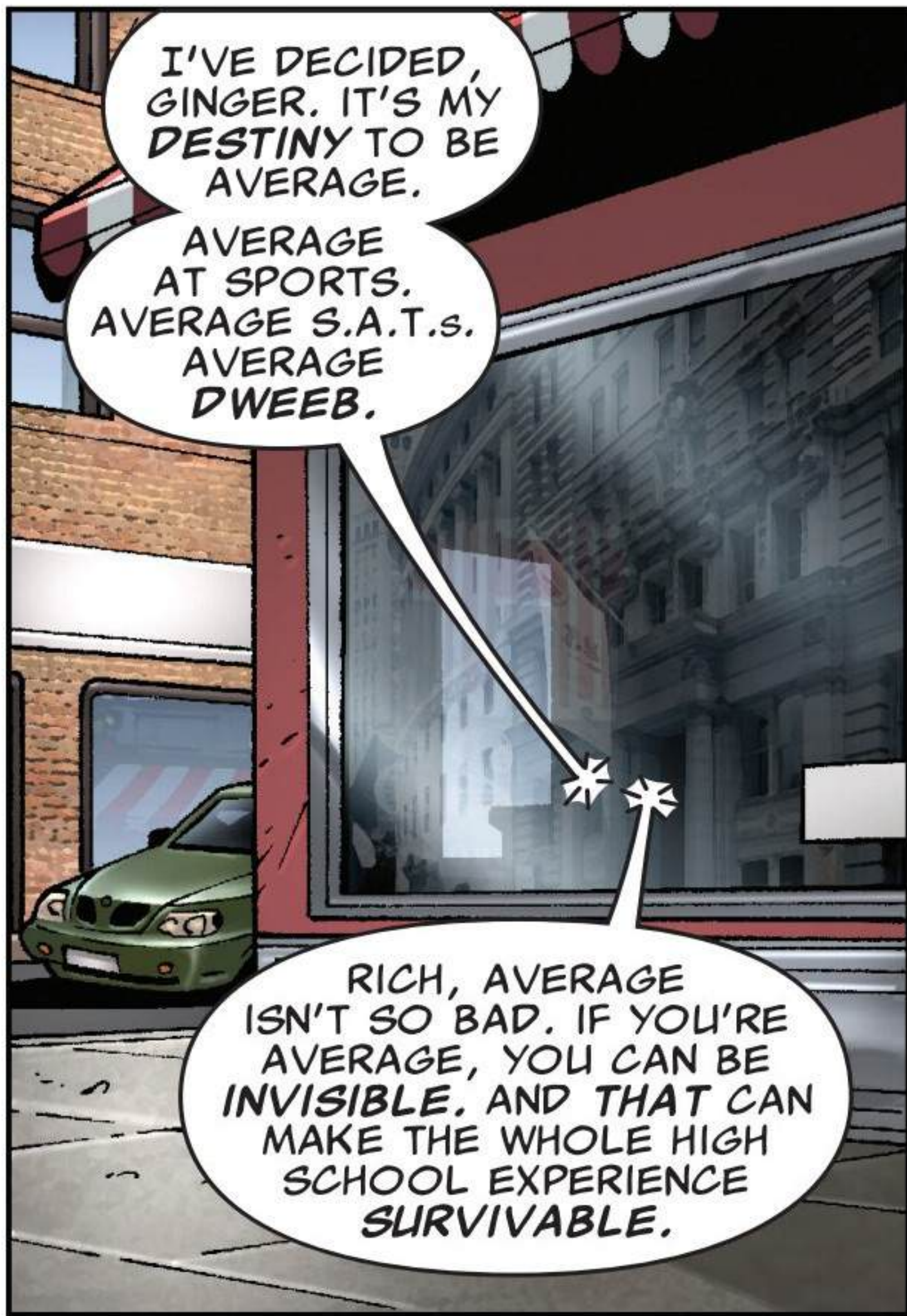
LO-HOO-
SER!

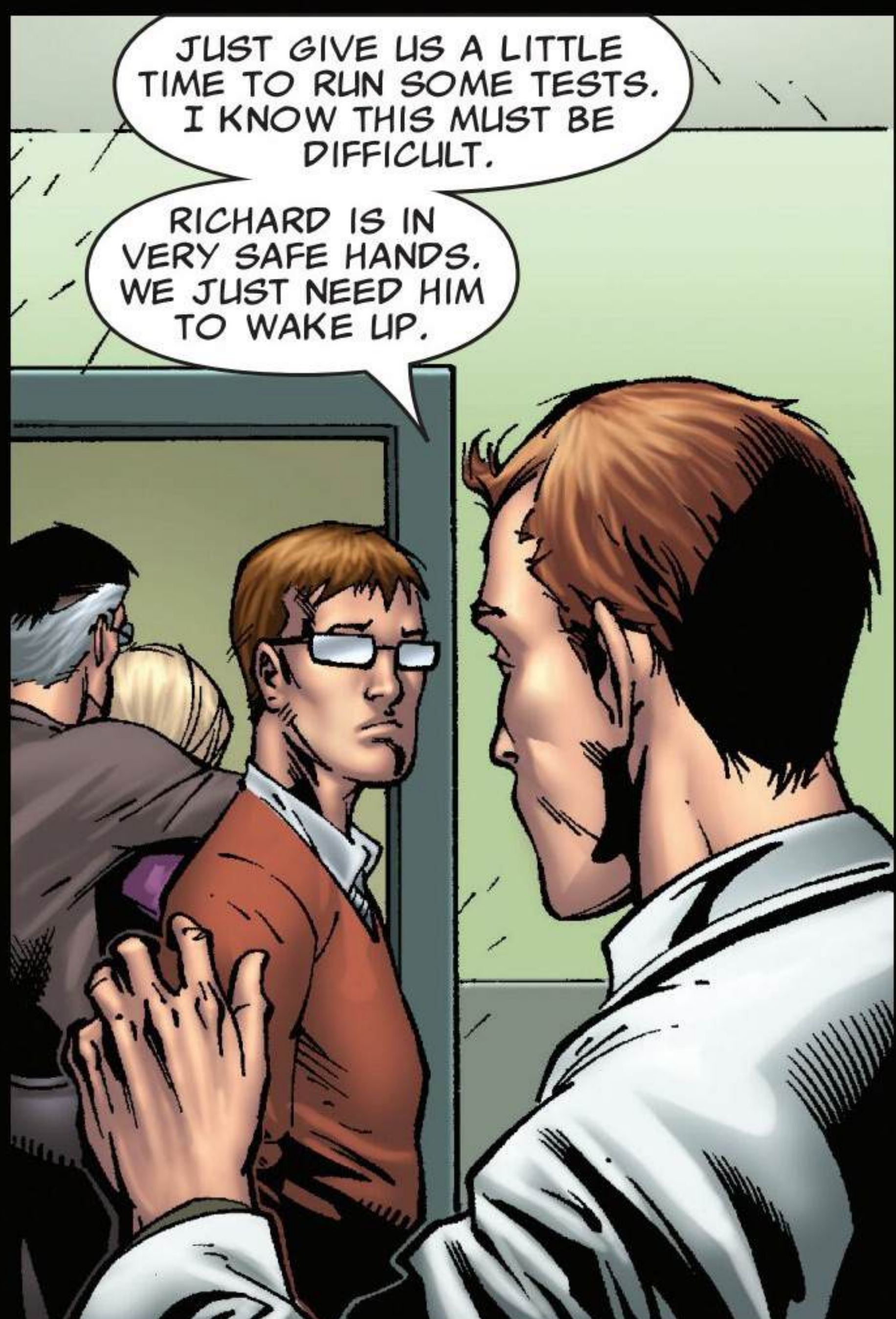
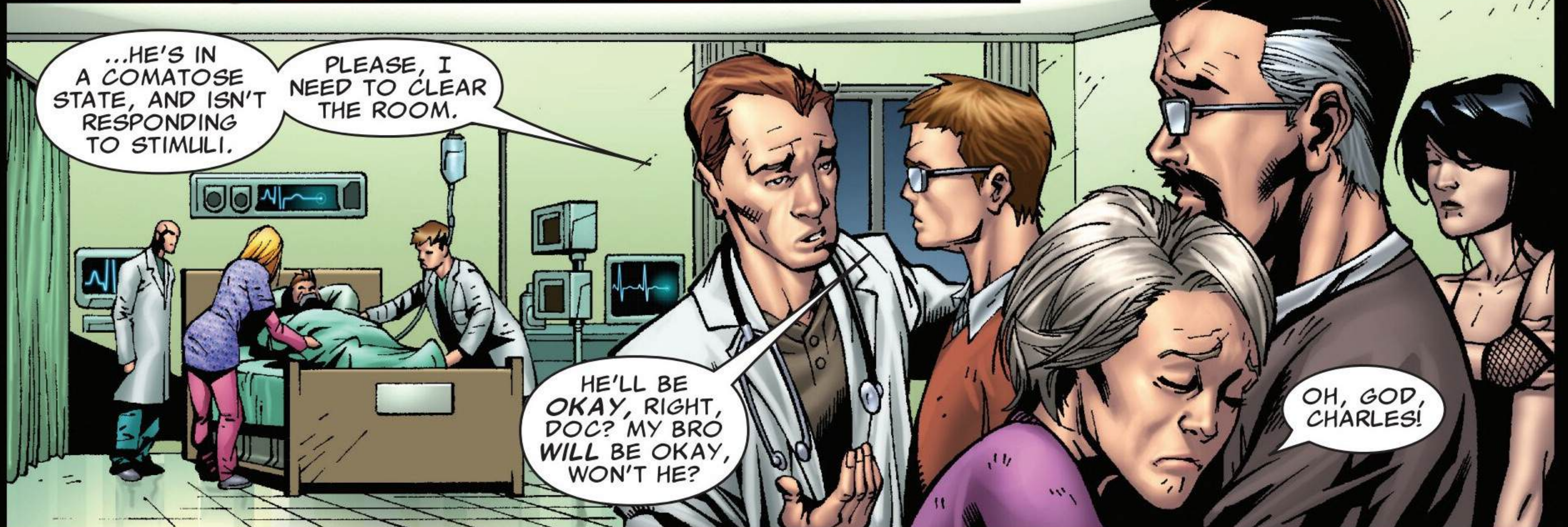
BLUE
BLAZES!

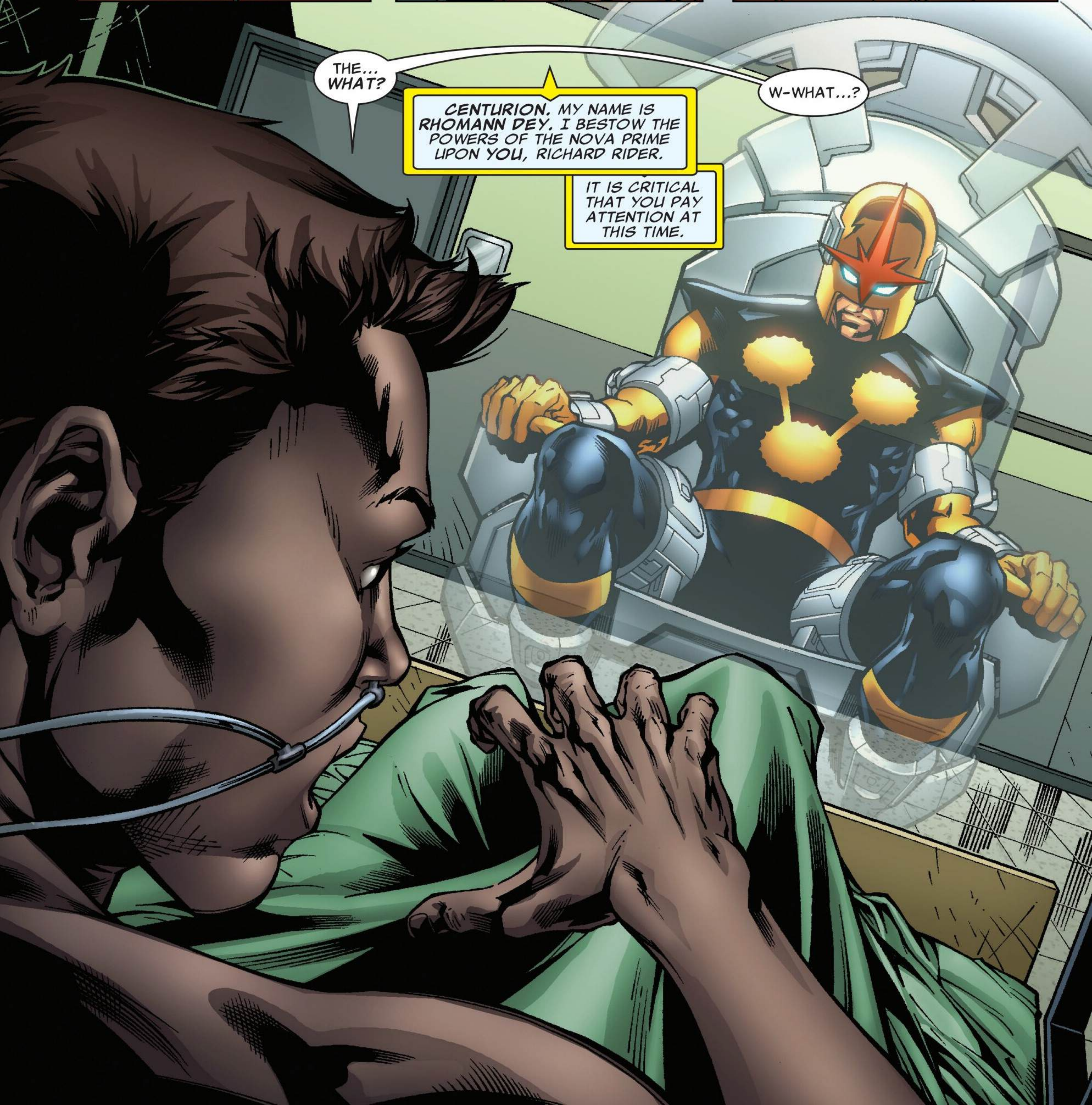
RIDER,
YOU \$%#\$
IDIOT!













I SAID,
HOW ARE YOU
FEELING, SIR?

COMMANDER
RIDER? YOU HAD
ANOTHER **RELAPSE**
EPISODE, BUT
EVERYTHING'S
FINE.



I WAS
DREAMING.

YOU BLACKED
OUT FOR A WHILE.
WE BROUGHT YOU
TO MEDICAL.

...CENTURION...

NO, I'M JUST
A **DENARIAN**, SIR.
BUT HOPING TO
MAKE THE GRADE
ONE DAY.

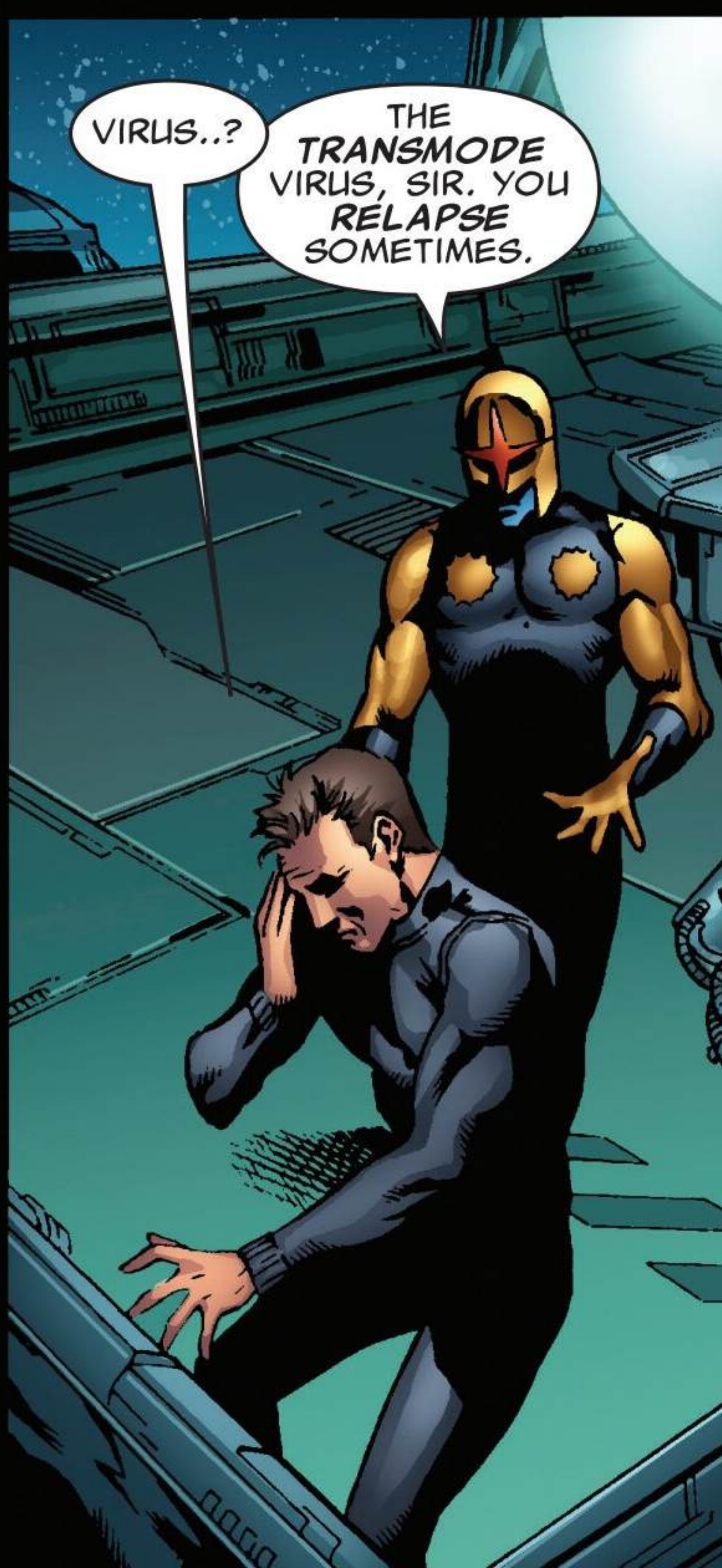
MAYBE YOU
SHOULD SIT FOR A
WHILE. THE DOCTORS
SAY YOU'RE FINE,
BUT--



I'M
OKAY.
I--

I'M JUST
NOT SURE
WHERE I
AM.

OH, RIGHT.
I'M TOLD THAT'S A
COMMON SYMPTOM
OF THESE EPISODES.
THE VIRUS FRACTURES
YOUR MEMORIES.



VIRUS..?

THE
TRANSMODE
VIRUS, SIR. YOU
RELAPSE
SOMETIMES.



I DON'T
KNOW WHERE
I AM.

THIS IS THE
MEDICAL SUITE OF
THE NOVA CORPS
CRUISER, **PRIDE**
OF **XANDAR**.



OH MY GOD...

...I CAN'T BELIEVE WHAT I'M SEEING.

THE FLEET IS PRETTY IMPRESSIVE, HUH? WE'RE JUST HOURS FROM THE FINAL ASSAULT NOW.

NO, NO. NOT THE SHIPS. MY REFLECTION.

I'M OLD. WHEN DID I GET SO OLD?

WORLDMIND? WHAT'S GOING ON? WORLDMIND?

SIXTY-EIGHT STANDARD'S NOT SO OLD. YOU STILL PUT A LOT OF US YOUNGER GUYS TO SHAME.



YES, RICHARD?

YAH! YOU'RE NOT IN MY HEAD!

AH, UNFORTUNATE. THE MEMORY LAPSE SEEMS TO HAVE BEEN SEVERE THIS TIME.

DENARIAN, PLEASE FETCH A FIVE PICO-DEC SHOT OF ANDREMOLIDE TO STABILIZE THE NOVA PRIME.

AT ONCE, WORLDMIND.



WHERE ARE YOU?

ON NU-XANDAR, OF COURSE. WHERE WE REBUILT THE CORPS FORTY-THREE YEARS AGO.

REBUILT...?

RICHARD, PLEASE TRY TO FOCUS. THE CORPS NEEDS ITS NOVA PRIME TO BE FIT AND WELL, TODAY OF ALL DAYS.



STOP! STOP! I DON'T UNDERSTAND ANY OF THIS!

IT DOESN'T MAKE SENSE!

IS HE ALL RIGHT? WE HEARD HE HAD BEEN TAKEN ILL!

HE'S ON HIS FEET ALREADY, PHYLA. I TOLD YOU HE'D BE OKAY.

RICHARD? ARE YOU? ARE YOU OKAY?

GAMORA? PHYLA-VELL? WH--

WHY ARE YOU DRESSED AS CENTURIONS?

UH, BECAUSE...WE ARE CENTURIONS?

MAYBE HE ISN'T SO OKAY.

THE TRANSMODE RELAPSE HAS SIMPLY INTERRUPTED HIS MEMORIES, GAMORA. DO NOT BE CONCERNED.

AS LONG AS YOU'RE FIT TO LEAD US TODAY, RICHARD. YOU DESERVE THAT HONOR, AFTER ALL YOU'VE DONE.

BUT, PHYLA, WHY AREN'T YOU QUASAR ANYMORE?

THAT WAS YEARS AGO. I GAVE UP THE BANDS TO JOIN THE CORPS. YOU HELPED ME MAKE THAT DECISION.

I WISH YOU COULD REMEMBER. IT'S SO SAD TO SEE YOU SUFFER LIKE THIS.

LET ME SPEAK TO HIM.

RICHARD, YOUR MIND IS A LITTLE UNRELIABLE. I'M WENDELL VAUGHN.

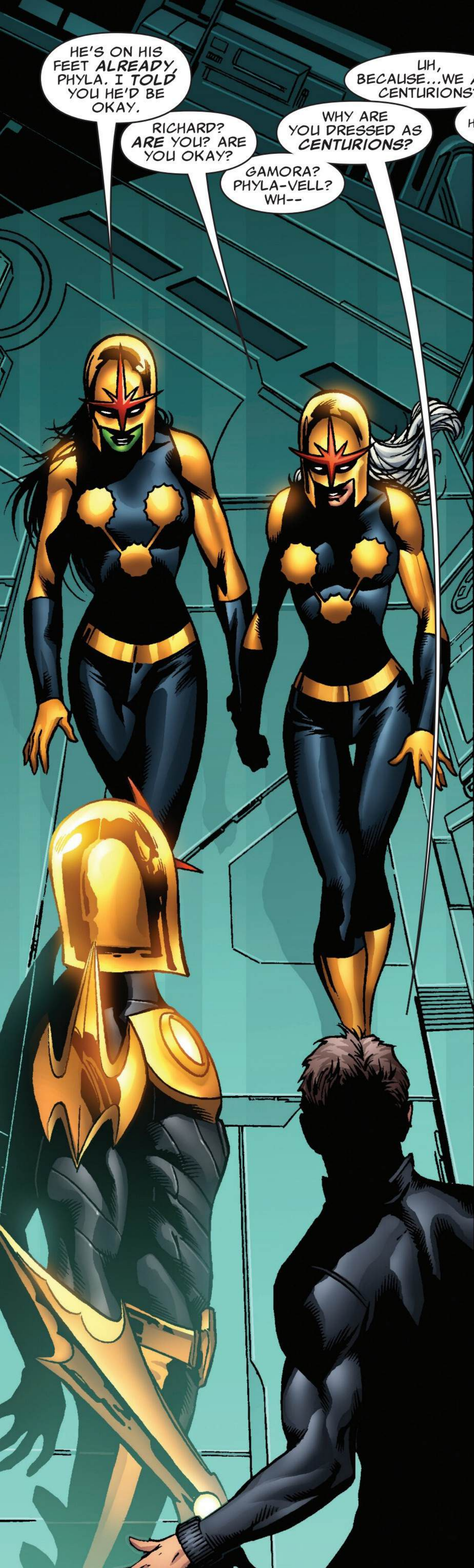
WHOA. I KNOW WHO YOU ARE. THE ORIGINAL QUASAR.

WHAT I DON'T KNOW IS WHY YOU'RE ALIVE AND MADE OF LIGHT.

THAT'S A LONG STORY. LISTEN, RICHARD, THERE IS NO CURE FOR THE TRANSMODE VIRUS.

IT'S BEEN IN YOUR SYSTEM FOR ALMOST FIFTY YEARS, SINCE THE FALL OF HALA.

YOU'VE FOUGHT A VALIANT INTERNAL STRUGGLE AGAINST IT, AND ALL THE WHILE LED THE CORPS THROUGH THE LONG YEARS OF THE WAR.





YOU RELAPSE NOW AND THEN, IN TIMES OF STRESS. BUT YOU *COPE*.

JUST AS YOU'LL COPE TODAY. THE FLEET IS IN POSITION. THE CORPS STANDS READY TO DEPLOY.

WENDELL, FORGIVE ME...

...BUT WHAT WAR ARE WE FIGHTING?



THE OLD WAR. THE WAR TO DRIVE THE PHALANX OUT OF THE STARS.

IT'S BEEN YOUR LIFE'S MISSION. IT'S WHY YOU REBUILT THE CORPS.

AND WE STAND, AT LAST, ON THE CLASP OF VICTORY.



A FINAL STRONGHOLD OF PHALANX INFESTATION REMAINS. WE ARE PREPARING TO ANNIHILATE IT.

YOU BROUGHT US ALL THIS WAY, RICHARD, THROUGH THE *DARKEST* YEARS.

AS NOVA PRIME, YOU REALLY *SHOULD* COMMAND THE ASSAULT.



IT IS MORE THAN SYMBOLISM, RICHARD. YOUR INTERFACE WITH THE TECHNO-VIRUS WILL ENABLE US TO READ AND PREDICT THE ENEMY'S TACTICS.

IF YOU ARE FEELING STRONG ENOUGH, OF COURSE.

THEIR FINAL STRONGHOLD, WORLDMIND-- WHAT IS IT?



THAT PLANET YOU ALWAYS SWORE YOU WOULD RETURN TO ONE DAY AND FREE...EARTH.



NO!
OH, GOD...
NO!

HELP
HIM!

DENARIAN?
WHERE IS THAT SHOT
I ASKED FOR?

HOW LONG?
HOW LONG HAS IT
BEEN LIKE THIS?



MORE THAN
THREE DECADES.
OH, RICHARD-HUMAN, RICHARD-
HUMAN! YOU KNOW THIS!



MEDICS!
QUICKLY! ATTEND
THE NOVA PRIME!

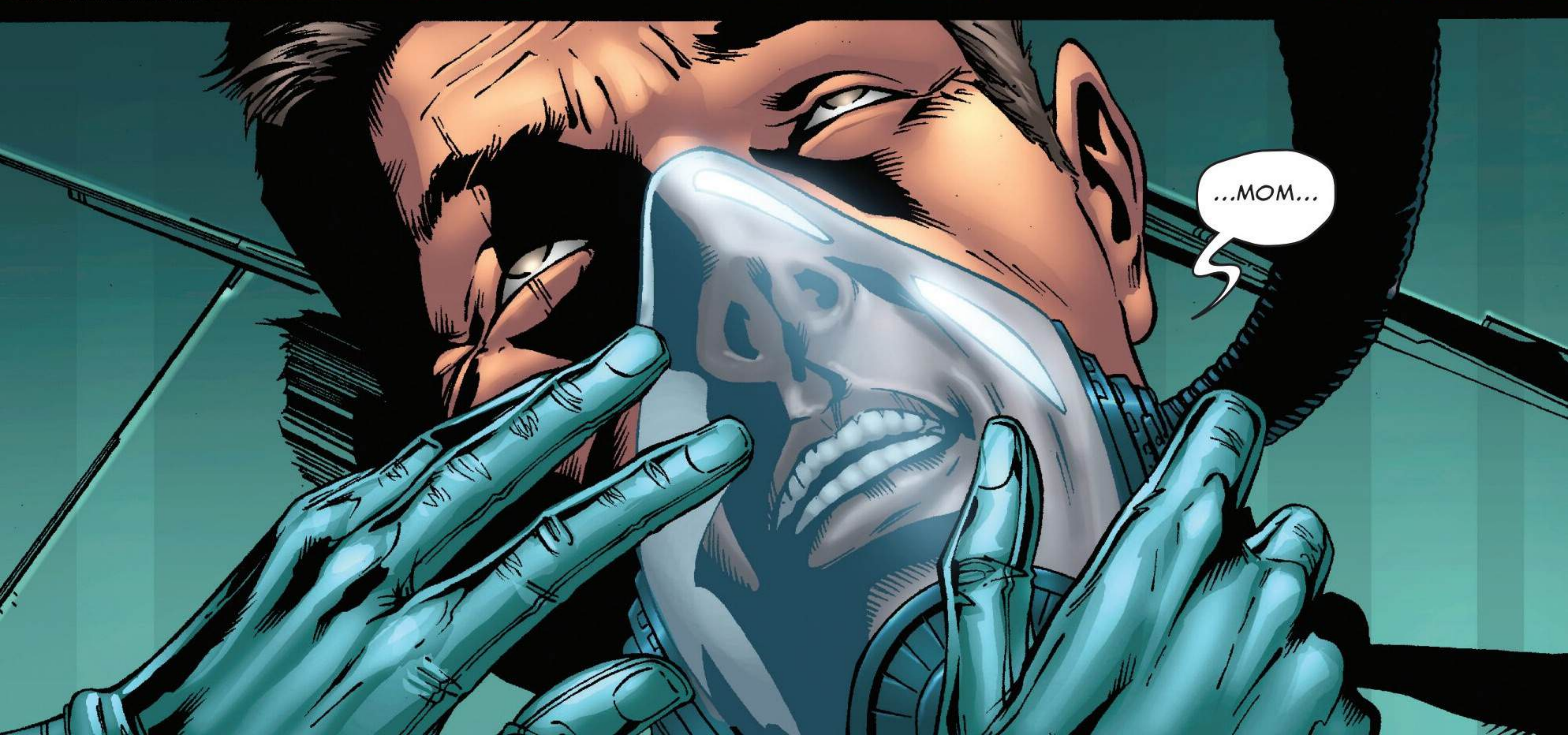
M-MY
FAMILY...MY MOM
AND DAD...



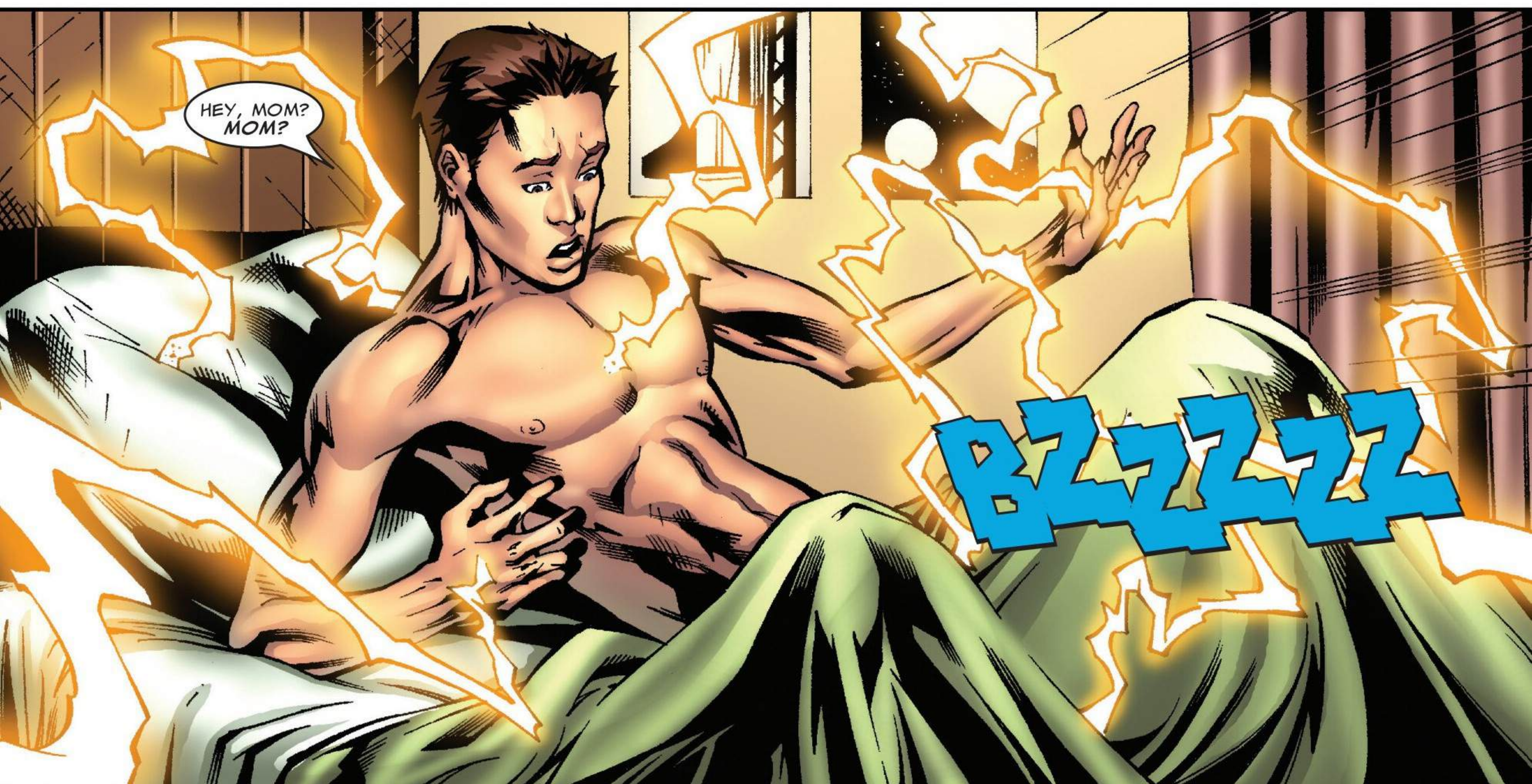
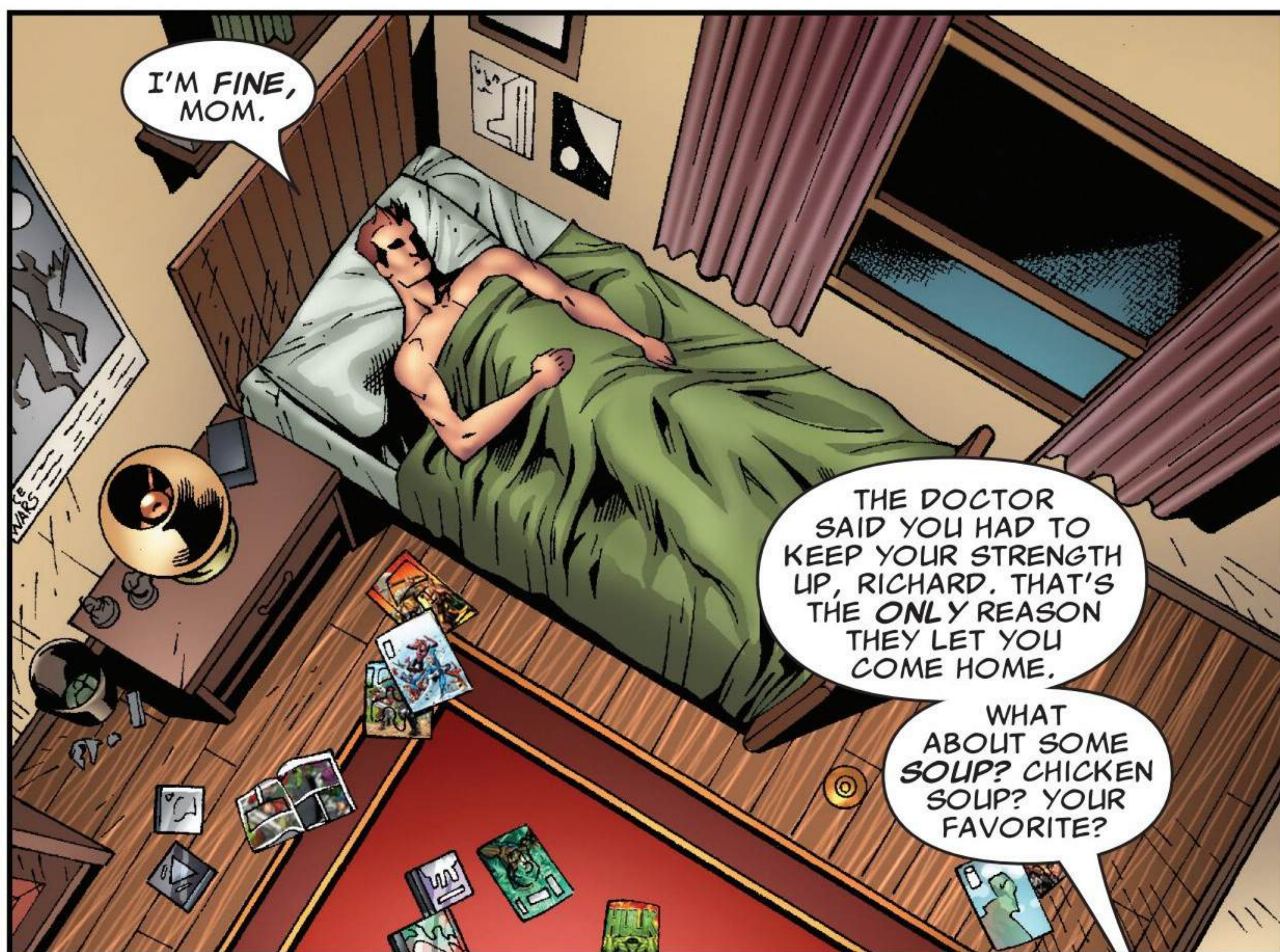
CAN WE DO
IT WITHOUT HIM,
WORLDMIND? HE'S
SIMPLY NOT WELL
ENOUGH.

IF WE MUST. PERHAPS,
AS WE HAVE DISCUSSED,
PHYLA-VELL SHOULD BE
APPOINTED NOVA PRIME
IN HIS PLACE TO---

NO WAY!
HE'LL BE ALL
RIGHT! HE'LL BE
ALL RIGHT!



...MOM...









I'M
FLYING! I'M
FLYING!

WHAT IN
BLUE BLAZES
AM I?

YOU ARE NOVA PRIME.
YOU ARE A CENTURION
OF THE CORPS.

IT IS CRITICAL THAT YOU
PAY ATTENTION AT THIS
TIME. YOU ARE ABOUT
TO ENGAGE THE ENEMY.

BE
READY.

HE'S GOT TO BE READY, GAMORA, HE HAS TO LEAD US. HE'S THE FIGUREHEAD.

LOOK AT HIM, PHYLA. HE'S DYING. HE KNEW THE VIRUS WOULD KILL HIM ONE DAY.

IT'S A MIRACLE HE'S LASTED THIS LONG.

THE OLD RIDER TENACITY.

THE ASSAULT MUST COMMENCE. THE PHALANX ARE AWARE OF OUR APPROACH AND WILL BE DISPATCHING THEIR SELECT TO INTERCEPT THE FLEET.



PHYLA COULD LEAD. I VOTE WE ELECT HER TO NOVA PRIME.

THIS ISN'T RIGHT...

...HE PROMISED ME HE'D SEE THIS THROUGH TO THE END.

IT ISN'T FAIR THIS SHOULD HAPPEN TO HIM NOW.



WAR'S NEVER FAIR. I TAUGHT HIM THAT.

THIS VICTORY WILL BE HIS, EVEN IF HE'S NOT ALIVE TO SHARE IT.



I'M WITH GAMORA. WE'RE GOING TO LOSE THE ADVANTAGE OF RAPID ASSAULT UNLESS WE DEPLOY NOW.

ALL SHIPS HAVE RAISED SHIELDS FOR FINAL STRIKE. PRIMARY BATTERIES ARE CHARGED.

THE CORPS HAS ASSEMBLED ON THE LAUNCH DECKS. WE--

ATTENTION. ORBITAL TELEPORT SIGNATURES.



ON SCREEN, WORLDMIND.



THE PHALANX HAS LAUNCHED ITS COUNTERATTACK. EIGHT MILLION PHALANX WARRIORS AND SELECT ARE SWARMING UP FROM THE PLANET.

DEAR LORD...
SO MANY OLD
FRIENDS...OLD
FOES, EVEN...
IT BREAKS
MY HEART TO
SEE WHAT'S
BECOME
OF EARTH'S
MIGHTIEST.

SKKZZTT

WE'VE LOST VISUAL.
THEY'RE HACKING US.
SWITCHING TO
SECONDARY SYSTEMS.

THE
CHOICE IS MADE
FOR US.
SIGNAL THE
ADVANCE! ALL UNITS
ENGAGE!

THE CORPS
FLEET IS NOW
ENGAGING.

THIS IS IT.
GET TO YOUR
SECTIONS.
GOOD LUCK,
BOTH OF YOU.
ESPECIALLY YOU,
NOVA PRIME.

THANK YOU,
WENDELL.

ATTENTION ALL
CORPS MEMBERS.
IT IS CRITICAL THAT
YOU PAY ATTENTION
AT THIS TIME.

THE FINAL
CONFLICT HAS
BEGIN. REPORT
TO YOUR STATIONS.
YOUR CENTURIONS
WILL RELAY
ORDERS FROM
THE NOVA PRIME.

IT IS TIME TO
END THE REIGN OF
THE PHALANX.

SIR?
IF YOU CAN
HEAR ME...

...I'M SO
SORRY YOU'RE
MISSING THIS. I
KNOW HOW MUCH
YOU WANTED TO
BE HERE FOR THE
FINAL ACT.

I KNOW HOW
MUCH YOU WANTED
TO BE READY.





OH, MY GOD!
GET OFF ME!
GET OFF!

DEPLOY PHASED BEAM,
RIGHT HAND. STRIKE
THE WEAK POINTS IN ITS
STRUCTURE AS YOUR
VISOR IDENTIFIES THEM.

I DON'T
UNDERSTAND WHAT
YOU'RE SAYING TO
ME! DO WHAT?

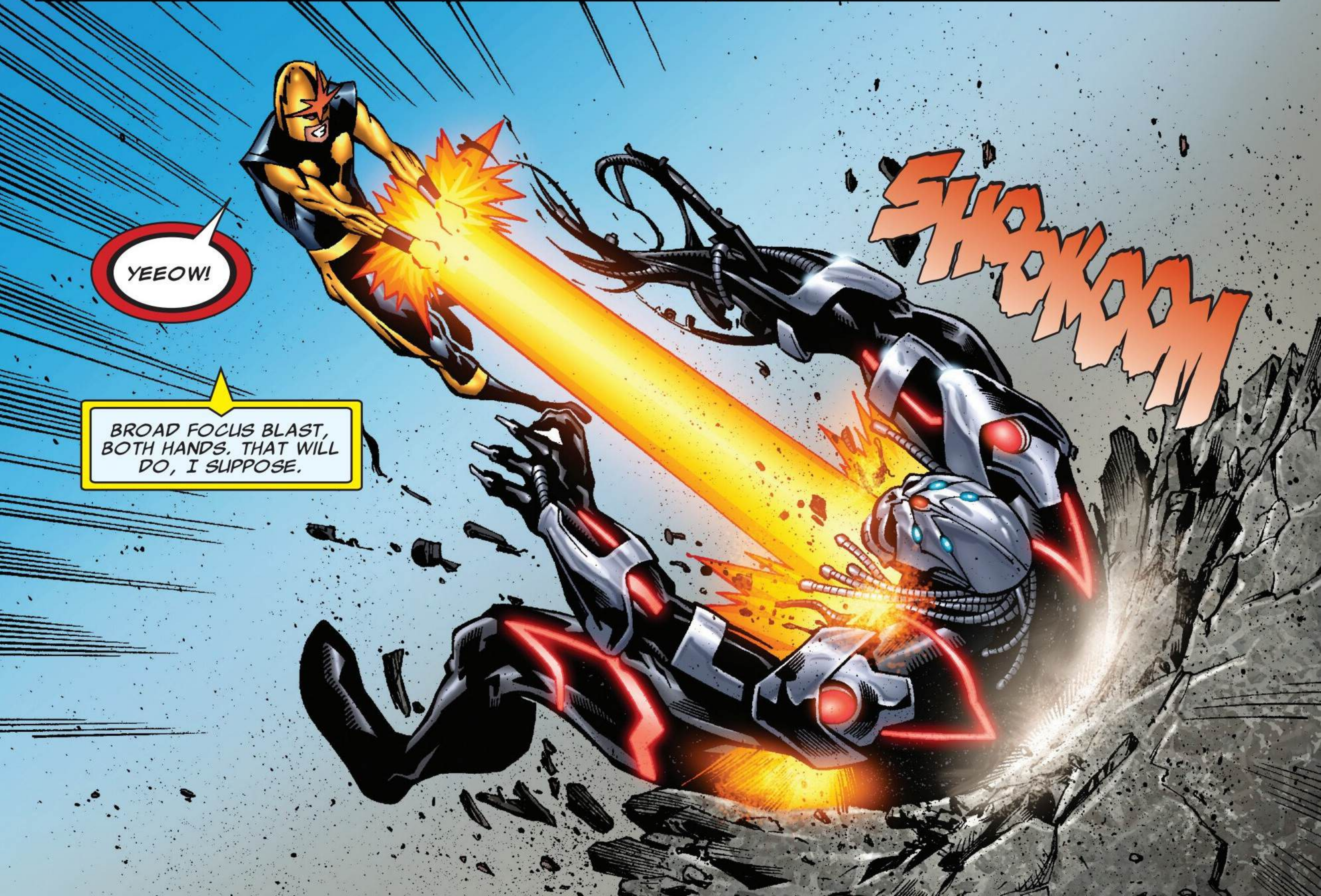


GAAH!
IT'S GONNA
KILL ME!

IT IS GOING TO DO WORSE
THAN THAT, UNLESS YOU
START REACTING. IT IS PHALANX.
IT WILL INFECT YOU.

YOU WERE CHOSEN AS AN
IDEAL CANDIDATE FOR
CENTURION DUTIES. START
EXHIBITING SOME OF THE
CHARACTERISTICS THAT
INFORMED THE CHOICE.

QUICKLY!



YEEOW!

BROAD FOCUS BLAST,
BOTH HANDS. THAT WILL
DO, I SUPPOSE.

SHOCKKAW



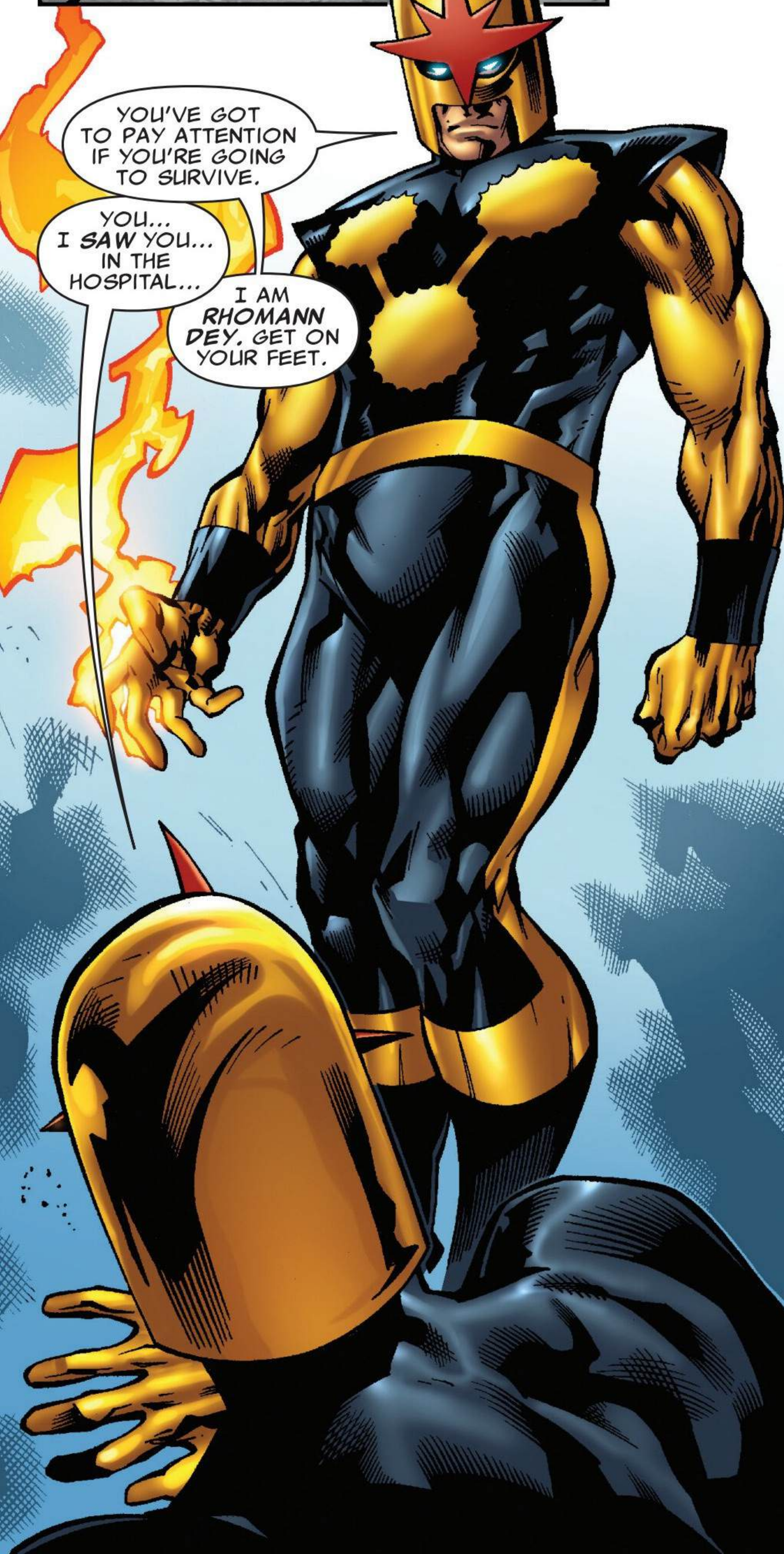
HOW DID THAT HAPPEN?

ATTENTION!
ATTENTION!



OUCH!

ZZZZ-KOOW!



YOU'VE GOT TO PAY ATTENTION IF YOU'RE GOING TO SURVIVE.

YOU... I SAW YOU... IN THE HOSPITAL...

I AM RHOMANN DEY. GET ON YOUR FEET.



YOU DID THIS TO ME. YOU TURNED ME INTO THIS--

CENTURION.

WHATEVER. MORE LIKE A HUMAN ROCKET.

WHY?

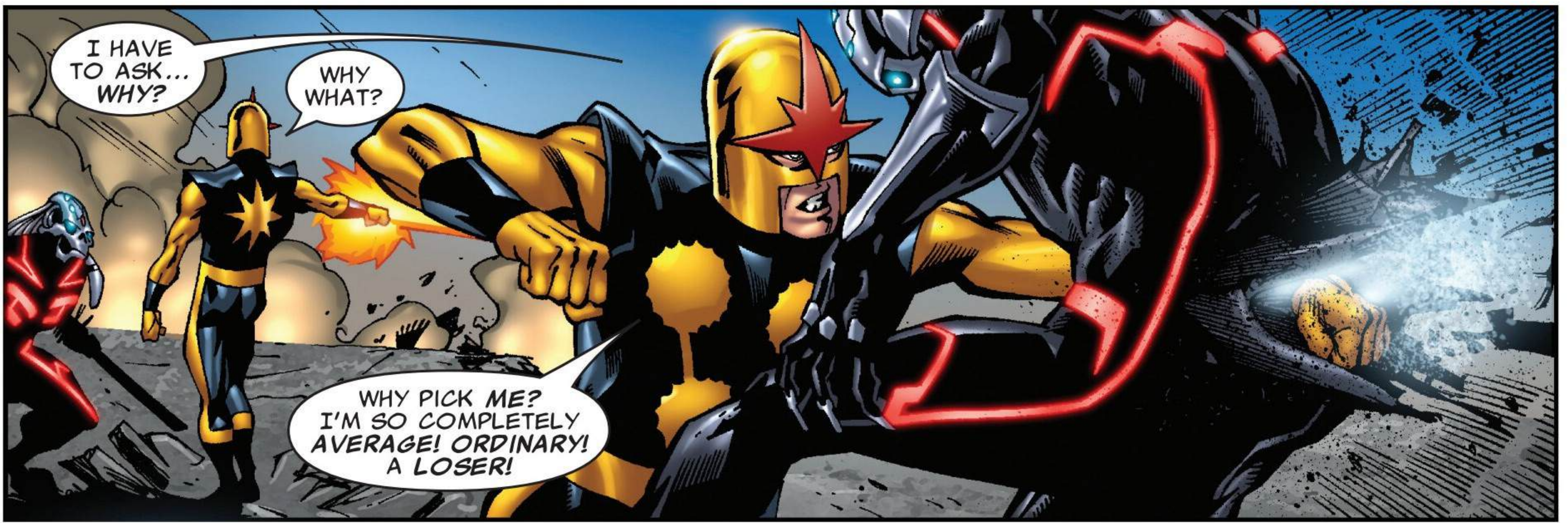


YOUR WORLD IS BEING THREATENED. I COULD NOT HANDLE THE EMERGENCY ALONE.

IT WAS NECESSARY TO DEPUTIZE.









RHOMANN
DEY...RHOMANN
DEY...

SIR? WHAT
ARE YOU SAYING?
WHO ARE YOU
CALLING FOR?



H-HELP
ME TO SIT
UP.

SIR, YOU
NEED TO
REST...

I'VE RESTED
ENOUGH. THE FIGHT'S
STARTED WITHOUT ME,
HASN'T IT?



YES, SIR.
FULL SCALE
ENGAGEMENT,
ORBITAL AND
SURFACE.

HOW
ARE WE
DOING?

I DON'T
REALLY KNOW.
I'M JUST AN
ORDINARY
DE--

ORDINARY?
NO, THAT'S
GOOD.

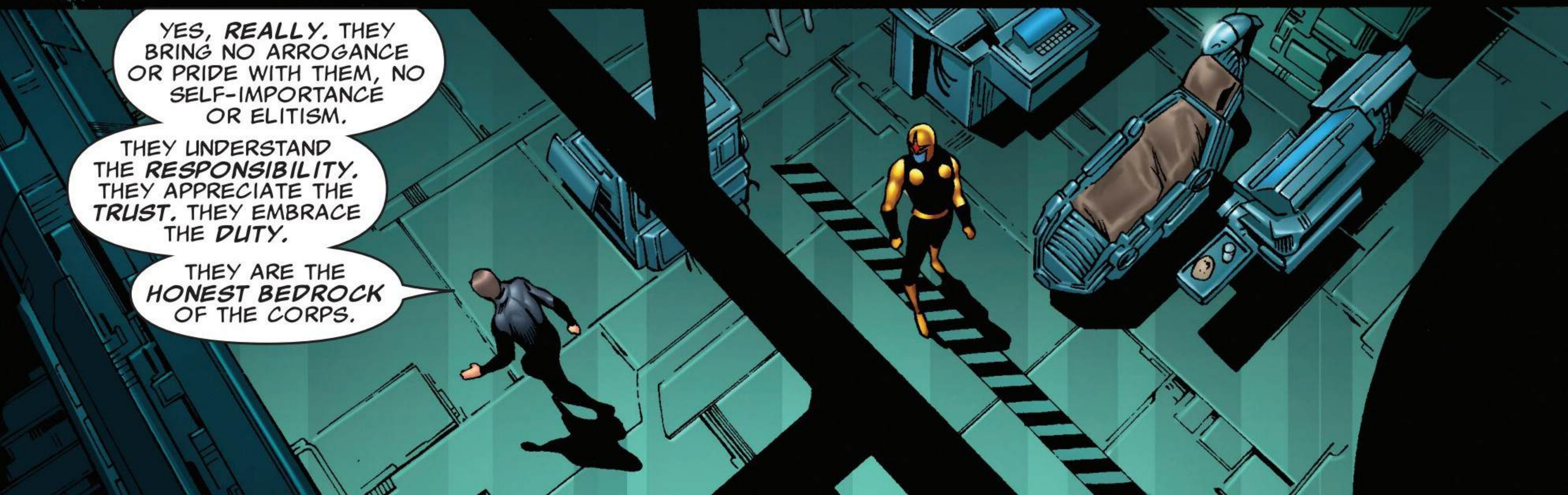
AN AVERAGE
YOUNG MAN FROM
AN AVERAGE LIFE,
LOYAL, TRUSTWORTHY,
AND PLAINSPOKEN.



YOU KNOW,
THE CORPS ALWAYS
RECRUITS INDIVIDUALS
WHO BEST REPRESENT
THE TYPICAL QUALITIES
OF THEIR SPECIES.

THEY MAKE
THE VERY BEST
CENTURIONS.

REALLY,
SIR?



YES, REALLY. THEY
BRING NO ARROGANCE
OR PRIDE WITH THEM, NO
SELF-IMPORTANCE
OR ELITISM.

THEY UNDERSTAND
THE RESPONSIBILITY.
THEY APPRECIATE THE
TRUST. THEY EMBRACE
THE DUTY.

THEY ARE THE
HONEST BEDROCK
OF THE CORPS.



THAT'S A FINE SENTIMENT, SIR.

ISN'T IT?

FUNNY. I CAN'T REMEMBER HOW I GOT HERE OR EVEN *WHERE* HERE IS, BUT I REMEMBER HIM SAYING THAT TO ME LIKE IT WAS *YESTERDAY*.



I THINK I SHOULD BE OUT THERE, YOUNG MAN.

WITH RESPECT, SIR, I DON'T THINK YOU'RE **STRONG** ENOUGH.

I'M **CORPS**, MY FRIEND. WE'RE **ALL** STRONG ENOUGH. THAT'S WHAT **MAKES** US THE **CORPS**, EVERY LAST **ORDINARY** ONE OF US.



I SEEM TO HAVE **FORGOTTEN** THE LAST FORTY-ODD YEARS OF MY LIFE.

I DON'T INTEND TO MISS THE **END**, TOO.



WORLDWIND?

RICHARD.

POWER ME UP. FULL BOOST. FULL ARMOR.

BLUE BLAZES! JUST THIS **ONCE**, WORLDWIND, JUST THIS **TINY ONCE**, WOULD YOU **NOT** ARGUE WITH ME?

RICHARD, YOU ARE ABSOLUTELY IN NO FIT STATE TO--

AS YOU WISH, NOVA.



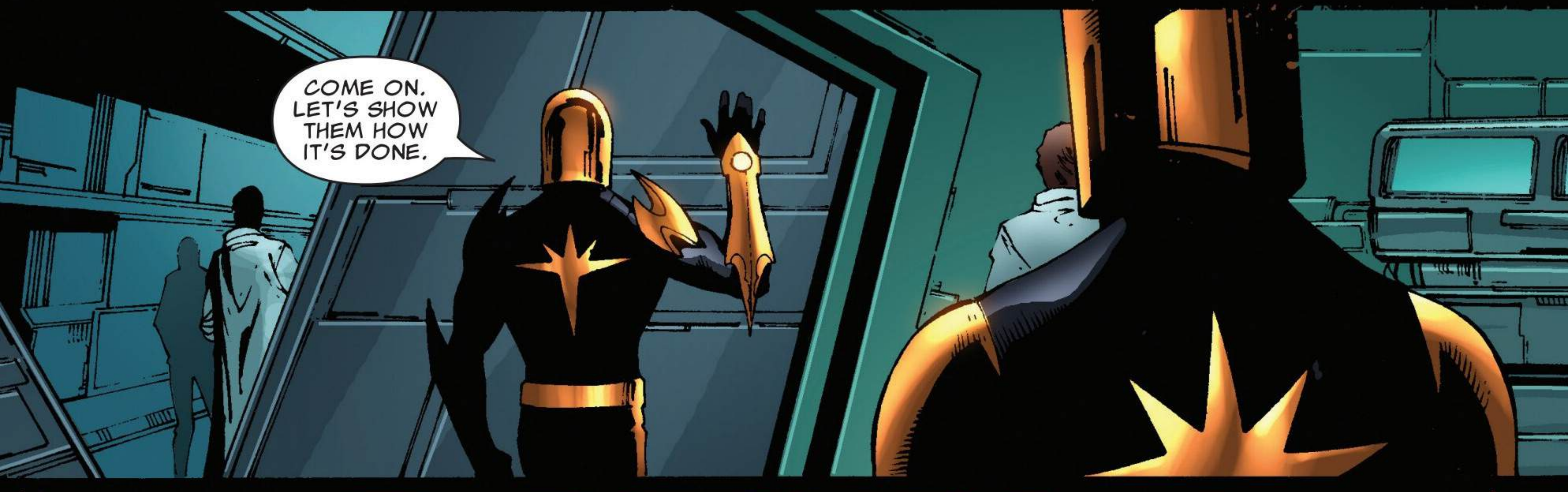
LIHNNNH!

KAA-RAAM



BETTER.
MUCH
BETTER.

I ALMOST
FEEL YOUNG
AGAIN.



ATTENTION,
ALL CORPS UNITS! IT'S
CRITICAL THAT YOU PAY
ATTENTION AT THIS
TIME!

THIS IS NOVA
PRIME! I'M WITH
YOU, YOU HEAR
ME? I'M WITH
YOU!

NOW...
LET'S FINISH
THIS!





FINISH THIS...

FINISH THIS...

AIRLESS DARK.
THE SMELL OF
COOKED
PLASTICS AND
BURNED OIL.

PAIN HAS
SWALLOWED
YOU.



HOT WIRES BURN IN
YOUR VEINS. CIRCUITS
CHOKES YOUR GUT.

THERE'S A VOICE TRYING
TO REACH YOU. BUT IT ISN'T
AS LOUD AS THE ELECTRIC
HUMMING IN YOUR BLOOD.



THE VOICE IS
TELLING YOU TO
WAKE UP. WAKE
UP NOW.

HOW LONG
HAVE YOU BEEN
UNCONSCIOUS?

HOW LONG
HAVE YOU BEEN
DREAMING?

OR WERE THEY
EVEN DREAMS AT
ALL? SO VIVID,
SO REAL...



THE PAIN EBBS. YOU
FEEL THE FIRE BACK
IN YOUR BELLY.

SOMETHING HAS BEEN
PLAYING *CRUEL* GAMES
WITH YOU. SOMETHING
IN YOUR MIND.

THE *VIRUS*.



IT'S BEEN PROBING FUTURE
PROBABILITIES AND ECHOES OF
THE PAST, TRYING TO IDENTIFY
YOUR *WEAKNESSES*.

TRYING TO
CONQUER
YOU.



UHHNN!

YOU *MUST* NOT ALLOW
THAT. YOU'VE COME TOO
FAR TO BE BEATEN NOW.

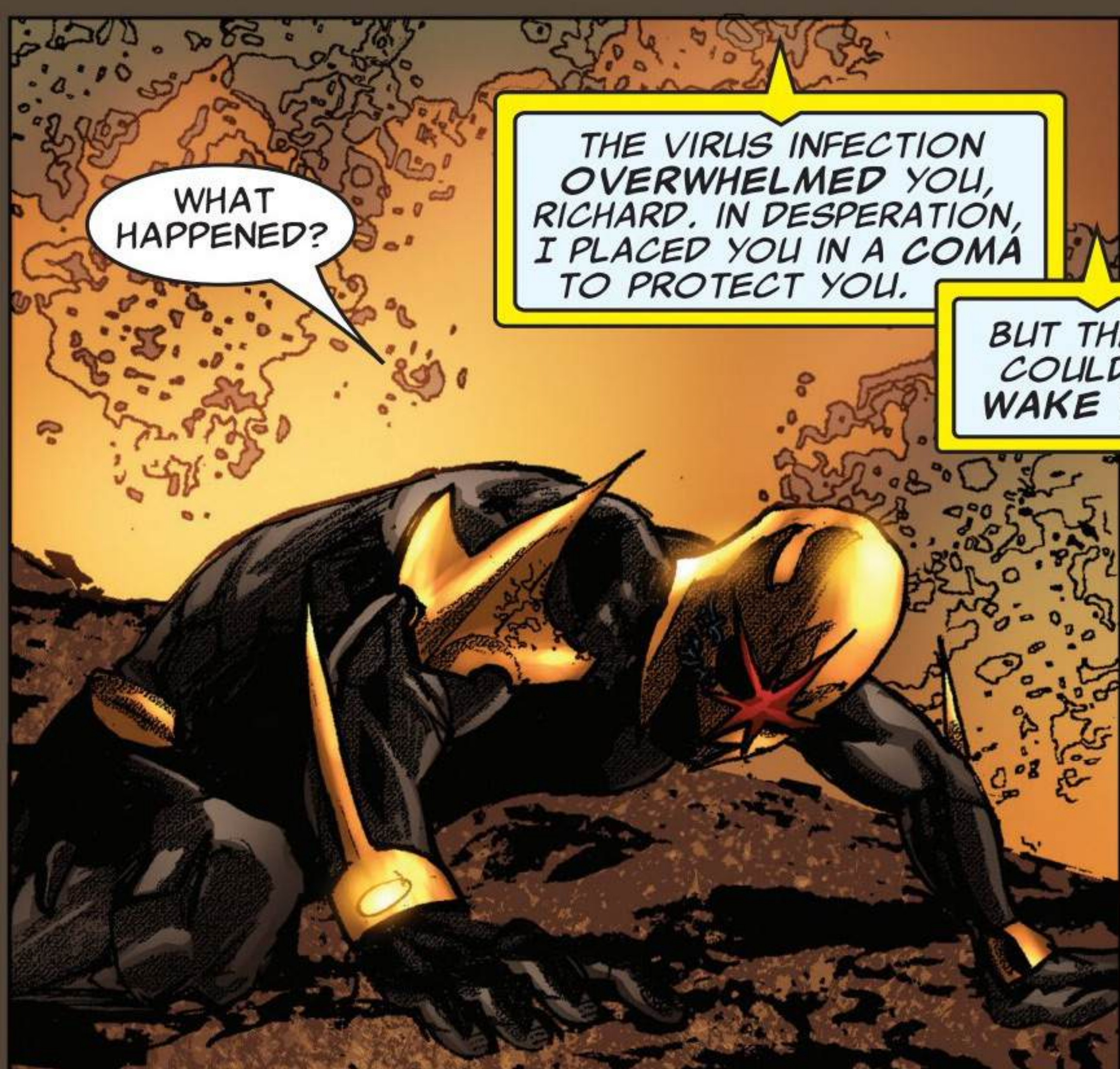


AND
THE VOICE
SAYS...

RICHARD?
RICHARD! AT LAST!
CAN YOU HEAR ME?

AND YOU
REPLY...

ROUTE ME
SOME POWER,
WORLD MIND,
FAST!



WHAT
HAPPENED?

THE VIRUS INFECTION
OVERWHELMED YOU,
RICHARD. IN DESPERATION,
I PLACED YOU IN A COMA
TO PROTECT YOU.

BUT THEN I
COULDN'T
WAKE YOU.



WHY
NOT?

YOU WERE TOO FAR
GONE, AT THE EDGE
OF DEATH. I CALLED
TO YOU, BUT YOU
DID NOT HEAR ME.



THE VIRUS GATHERED
MINERAL WASTE AND
SPACE DEBRIS AROUND
YOU, ENTOMBING YOU.
IT WAS MAKING ONE
LAST ATTEMPT
TO CONSUME YOU.

SO
WHAT WOKE
ME?



YOU WOKE
YOURSELF. SOMETHING
IN YOUR SUBCONSCIOUS,
PERHAPS? I DO NOT KN--

SKRTCH
SKITTER

WHAT WAS
THA--BEHIND
US!



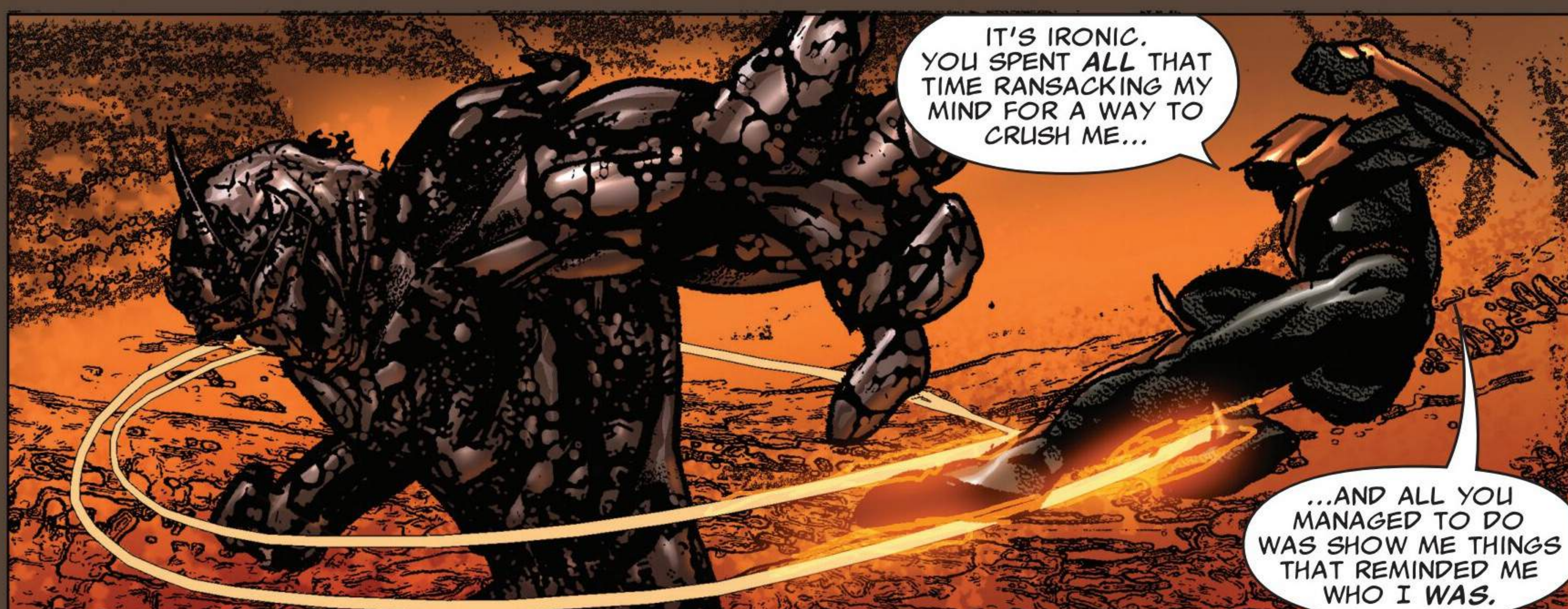
OH, VIRUS,
YOU **HAVE** BEEN
BUSY, HAVEN'T
YOU?



WERE YOU
HAVING **FUN**,
MESSING WITH
MY HEAD?

TRYING TO
FIND SOME SECRET
YOU COULD RADIO
BACK TO YOUR
LEADER? SOMETHING
YOU COULD USE TO
WIPE US ALL
OUT?

YOU THOUGHT
YOU COULD **BREAK**
ME, BUT YOU COULDN'T.
YOU COULDN'T FIND
A **WEAKNESS**.



--GOING
TO GIVE IN
TO A HORROR
LIKE YOU!

THWA-KOOM

SKREEEIIKKK!





RICHARD, THE TRANSMODE
INFECTION STILL RAGES
WITHIN YOU. I DON'T--

I KNOW,
WORLD MIND,
I KNOW. I
CAN FEEL IT.
GAH!

BUT I
BOUGHT US
SOME TIME,
DIDN'T I?



JUST TELL ME
HOW MUCH--NNHH!--
HOW MUCH *FURTHER* WE
HAVE TO GO BEFORE
WE REACH KVCH.



WE ARE ALREADY
THERE, RICHARD.
YOU MADE IT.

THIS IS KVCH.

THIS IS THE
TECHNARCHY
HOMEWORLD.

SPACE, APPROXIMATELY NINE-
HUNDRED-AND-SIXTY-MILLION
LIGHT-YEARS FROM EARTH.

AND ALL
YOU HAVE LEFT
IS *HOPE*.



SAY THAT AGAIN.

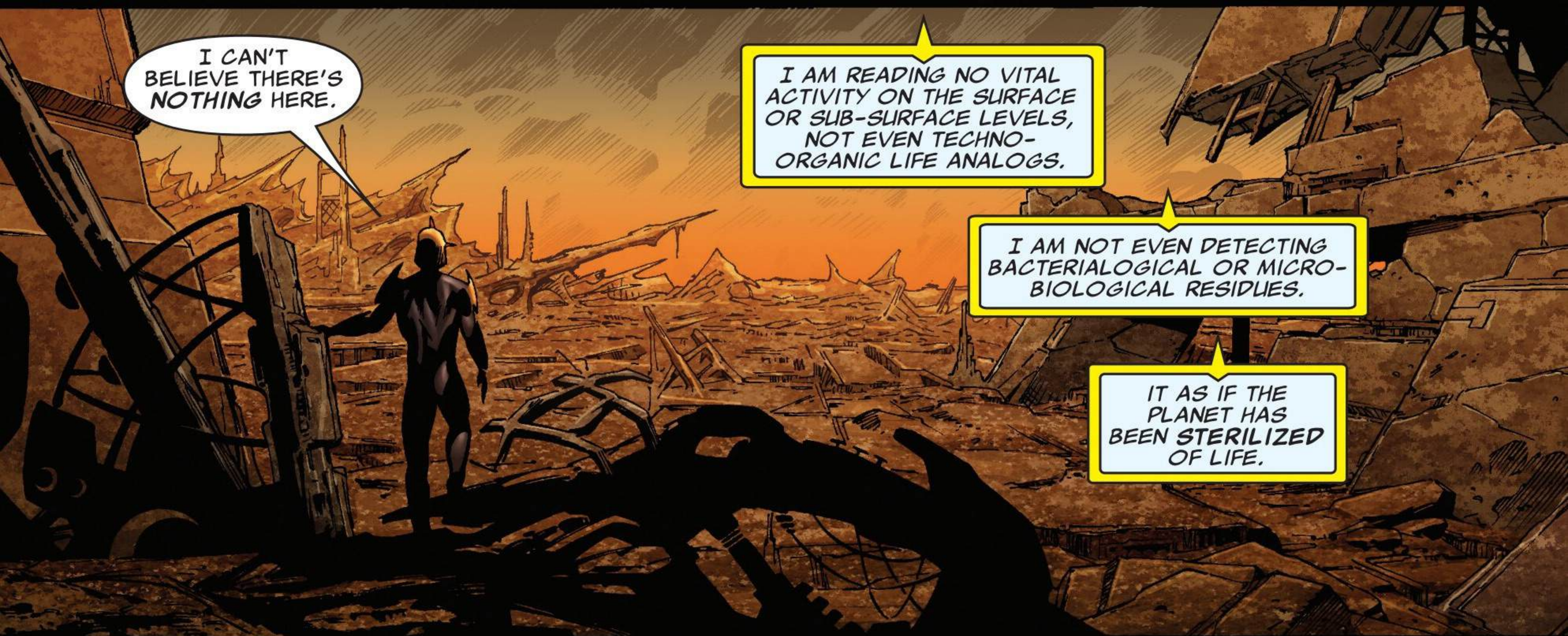
THIS IS KVCH, RICHARD. THIS IS THE TECHNARCHY HOMEWORLD.

AND YOU'RE TELLING ME THERE ARE NO LIFE SIGNS AT ALL, WORLDMIND?

THIS PLANET IS DEAD.

THEN SO AM I.

TERMINAL



I CAN'T BELIEVE THERE'S NOTHING HERE.

I AM READING NO VITAL ACTIVITY ON THE SURFACE OR SUB-SURFACE LEVELS, NOT EVEN TECHNO-ORGANIC LIFE ANALOGS.

I AM NOT EVEN DETECTING BACTERIOLOGICAL OR MICROBIOLOGICAL RESIDUES.

IT AS IF THE PLANET HAS BEEN STERILIZED OF LIFE.



SO THIS HAS ALL BEEN FOR NOTHING?

I'VE COME ALL THIS WAY FOR NOTHING?

IF YOU HAVE THE STRENGTH, PERHAPS WE COULD PERFORM AN ORBITAL SWEEP. THERE MAY BE SOME TRACE WE HAVE NOT YET--

ATTENTION, RICHARD.



YOU GOT A LIFE READING?

NO, BUT I AM DETECTING MOVEMENT, TWENTY-EIGHT KILOMETERS AWAY. INTERCEPT COURSE RUNNING.

OH, PLEASE LET THIS BE SOMETHING...



HUH..?



WHAT
THE HELL IS
THAT?!

PROCESSING...

IT IS A MASSIVE MACHINE
ENTITY. I AM UNABLE TO
SUPPLY A MORE DETAILED
ANALYSIS AT THIS TIME.



WHY NOT?

IT IS SOMEHOW IMPERVIOUS TO MY SCANS. IT IS SIMPLY READING AS A DATA-VOID TO MY SENSORS.

IT'S NOT MOVING. IT'S JUST STOPPED DEAD. DOES IT KNOW I'M HERE?

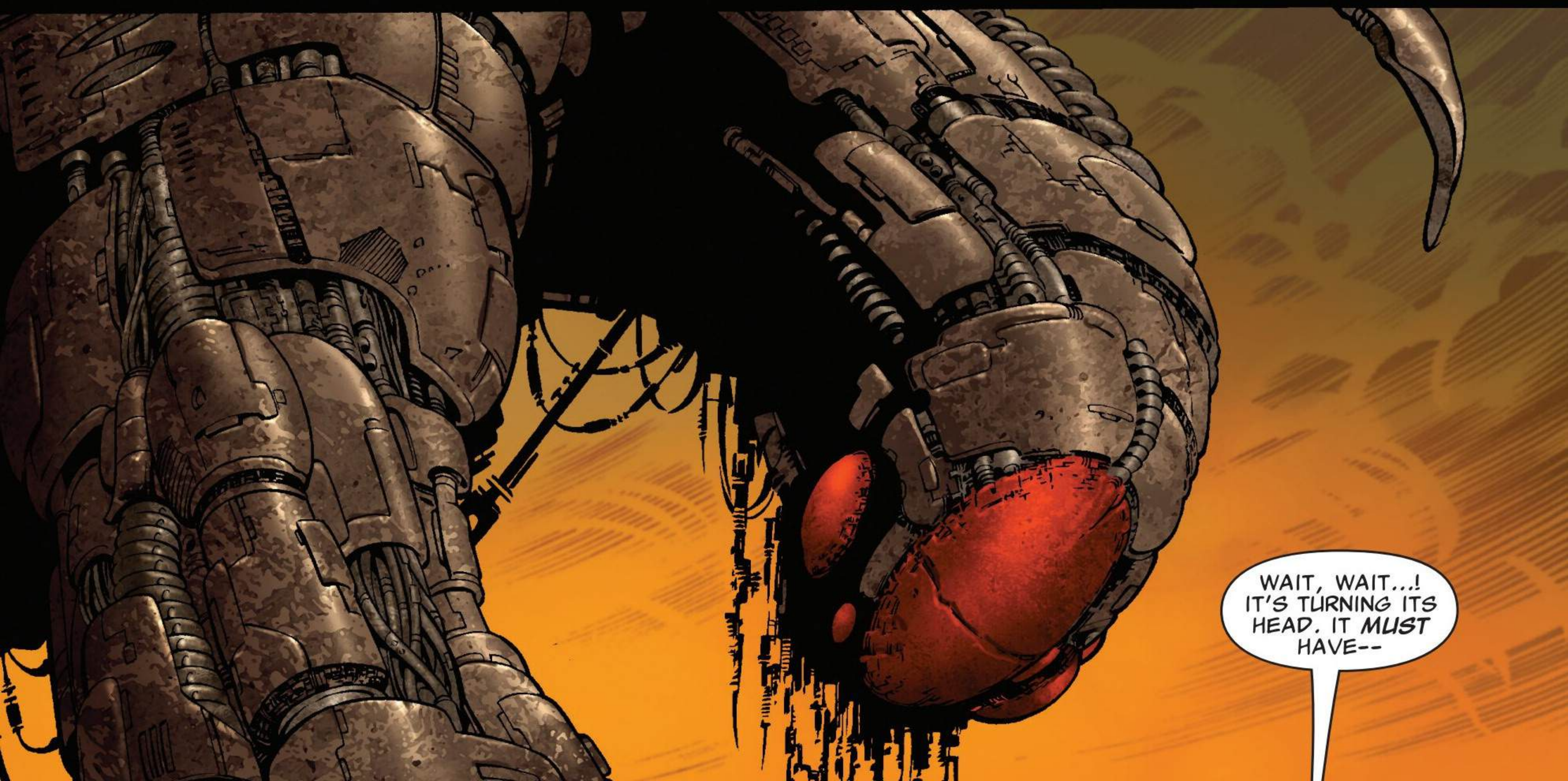


SHALL I ATTEMPT COMMUNICATION?

ABSOLUTELY.

GREETING SIGNAL SENT VIA AUDIO, MICROWAVE AND DIGITAL PULSE.

NO RESPONSE. RICHARD, IT IS AS IF MY SIGNALS WERE SWALLOWED UP BY A TERRIBLE SILENCE.



WAIT, WAIT...! IT'S TURNING ITS HEAD. IT MUST HAVE--



LIGHNNN!



WHERE IN
BLUE BLAZES
DID THOSE
BLAST BEAMS
COME FR--

OH.
ANOTHER
ONE.

RICHARD...

...MOVE! FULL
EVASIVE!

I AM!
I WILL!

BUT
WORLD MIND,
I--



--SOMETHING'S
WRONG! AGHHH!

OH
GOD, IT
HURTS!

THE TRANSMODE VIRUS IS
AGGRESSING, RICHARD. I
CONJECTURE THAT IT IS
REACTING TO THE PRESENCE
OF THE MECHANOIDS.

I AM BOOSTING YOUR
ANTIGENS AND IMMUNE
RECEPTORS.
TRY TO GET CLEAR!

NGHHH!

RICHARD! GET UP!
WE ARE STILL
DANGEROUSLY CLOSE
TO THE CONFLICT!

I CAN'T!
NO POWER!
I--

AAANNHH!

RICHAR--
SKKZZ--
SKKKZZKK--

WORLDMIND!
HELP ME, I--

ULKKK!

TSZZKK--
KKZKZZKKKKKT--



ALARM! LIFEFLOW
PERCEIVED IN
IMMEDIATE LOCALITY.

SUSPEND
COMBAT DRILL AND
STAND DOWN.

REPRIMAND!
YOU WILL STAND
DOWN!

OBEY
INSTRUCTION!

DO NOT COMPLAIN,
TYRO. SELF SAID
STAND DOWN AND
SELF MEANT IT.

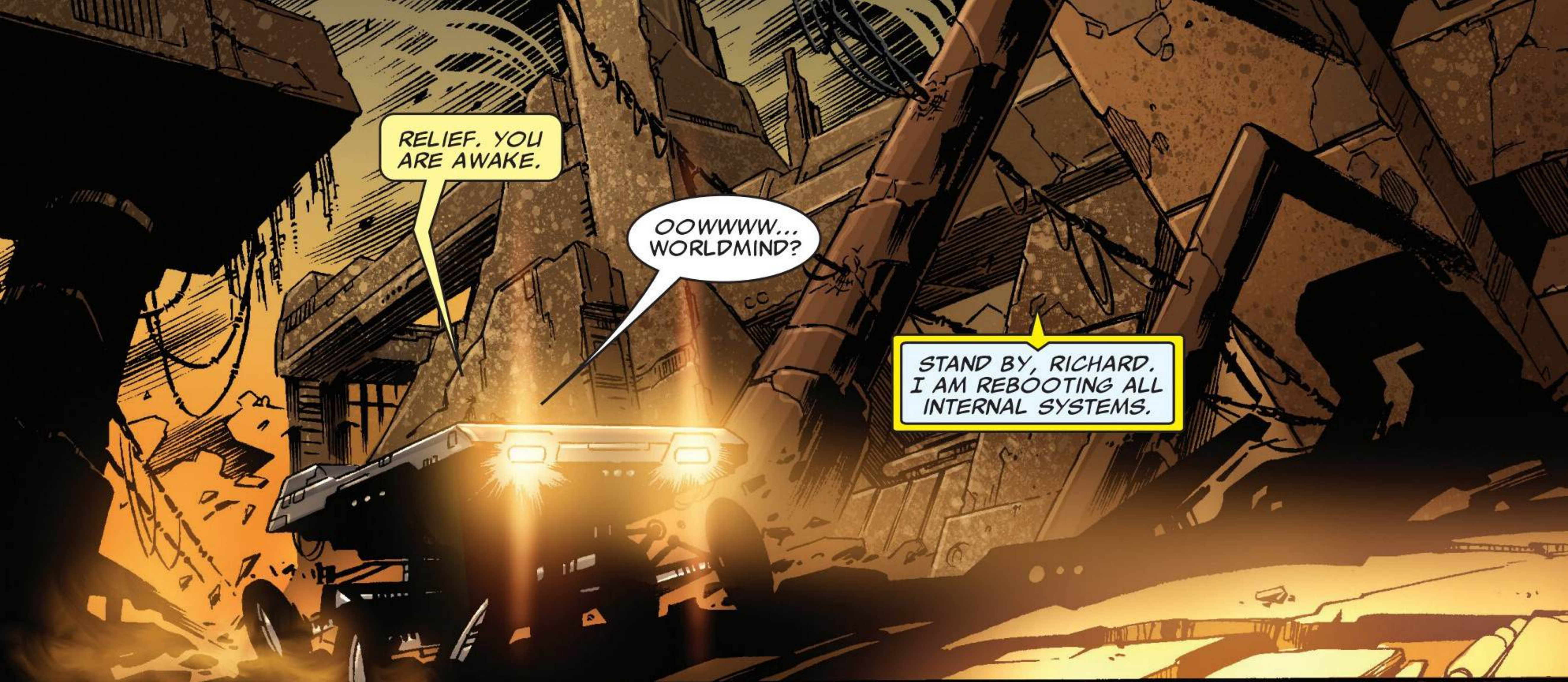
APPEASEMENT.
YES, YES, WE
WILL RESUME
AGAIN SHORTLY.

Z-CHOOO



RECOGNITION.
LIFEGLOW IS HUMAN.
SELF HAD MANY
HUMANFRIENDS ONCE.

CONCERN. YOU
POOR HUMAN...
WHAT HAVE WE
DONE TO YOU?



RELIEF. YOU ARE AWAKE.

OOWWWW...
WORLD MIND?

STAND BY, RICHARD.
I AM REBOOTING ALL
INTERNAL SYSTEMS.



INTERROGATIVE. ARE
YOU FEELING BETTER,
NOVA CENTURION?

SORTA.
I FEEL SICK.
WHERE AM
I?



SELF IS CONVEYING YOU
TO CRECHE TERMINAL. YOU
WILL BE SAFE THERE.

WHO
ARE--?

PROCESSING
ARCHIVAL I.D.
MATCH TO YOUR
VISOR, RICHARD.

HUH? Y--YOU'RE
WARLOCK...OF THE
NEW MUTANTS?

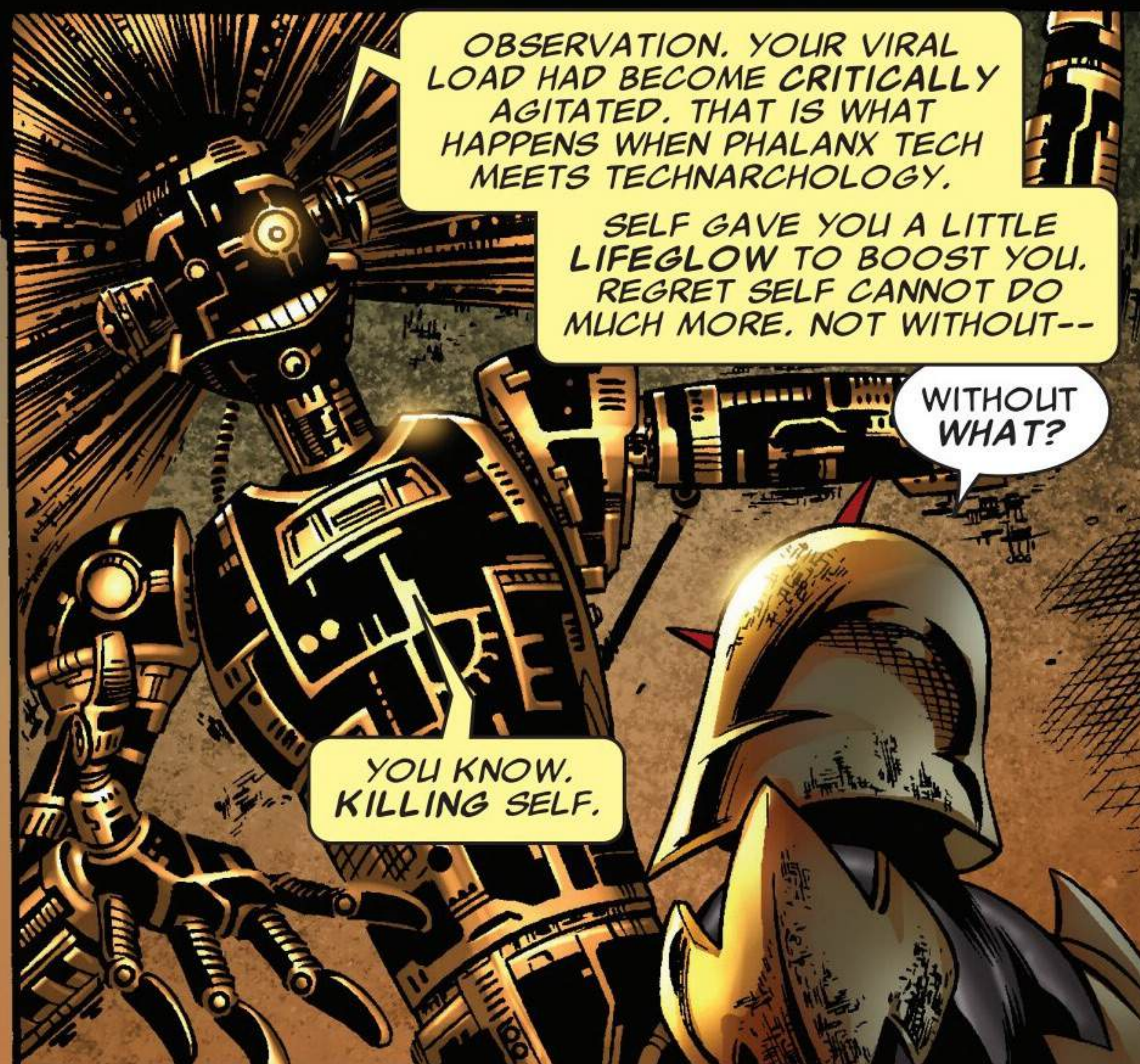
RECOLLECTION. NOT
FOR A LONG TIME NOW,
NOT FOR A VERY LONG
TIME. BUT ONCE, YES.

THAT
MEANS YOU'RE A
TECHNARCH.



THE TECHNARCHY IS
SELF'S SPECIES.

BUT SELF NEVER
REALLY FIT IN.
SELF'S SIRE DAM DID
NOT APPROVE OF
SELF'S LIFESTYLE
CHOICES.

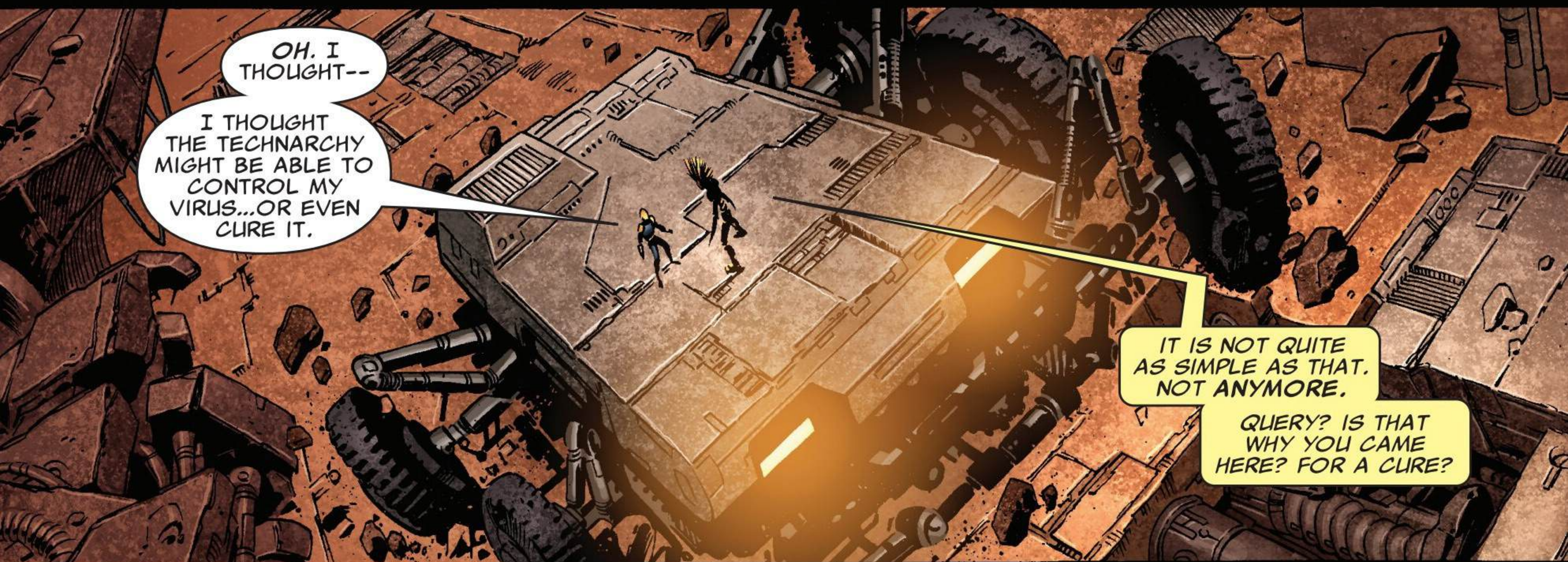


OBSERVATION. YOUR VIRAL
LOAD HAD BECOME CRITICALLY
AGITATED. THAT IS WHAT
HAPPENS WHEN PHALANX TECH
MEETS TECHNARCHOLOGY.

SELF GAVE YOU A LITTLE
LIFEGLOW TO BOOST YOU.
REGRET SELF CANNOT DO
MUCH MORE. NOT WITHOUT--

WITHOUT
WHAT?

YOU KNOW.
KILLING SELF.



OH. I
THOUGHT--

I THOUGHT
THE TECHNARCHY
MIGHT BE ABLE TO
CONTROL MY
VIRUS...OR EVEN
CURE IT.

IT IS NOT QUITE
AS SIMPLE AS THAT.
NOT ANYMORE.

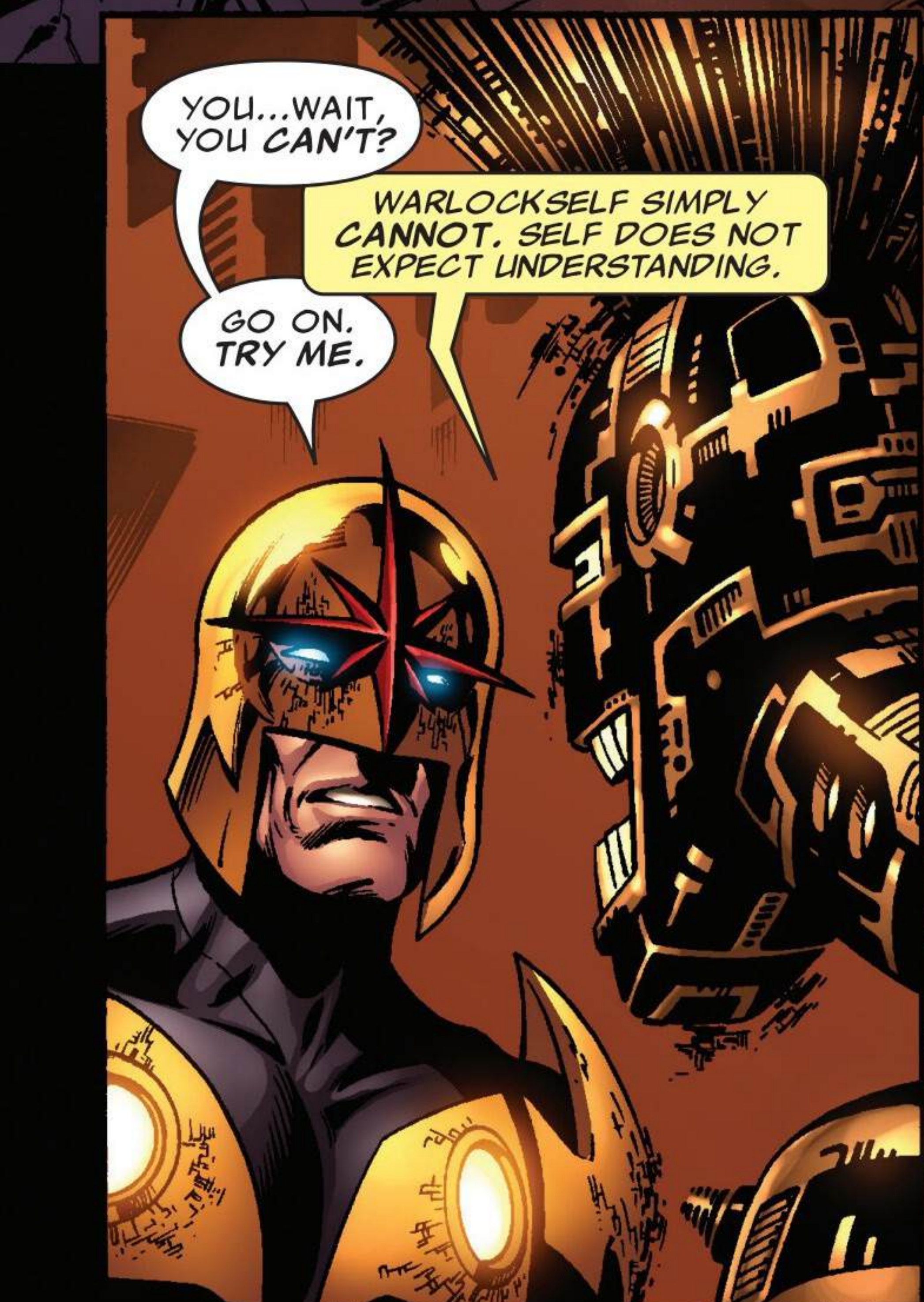
QUERY? IS THAT
WHY YOU CAME
HERE? FOR A CURE?



A PHALANX
COVENANT HAS
INVADED THE KREE
EMPIRE. **BILLIONS** ARE
DYING. I'M LOOKING
FOR MORE THAN
A CURE.

COMPASSION. THAT
IS VERY BAD NEWS.
SELF IS TRULY SORRY.

SELF CANNOT
HELP YOU.



YOU...WAIT,
YOU CAN'T?

WARLOCKSELF SIMPLY
CANNOT. SELF DOES NOT
EXPECT UNDERSTANDING.

GO ON.
TRY ME.

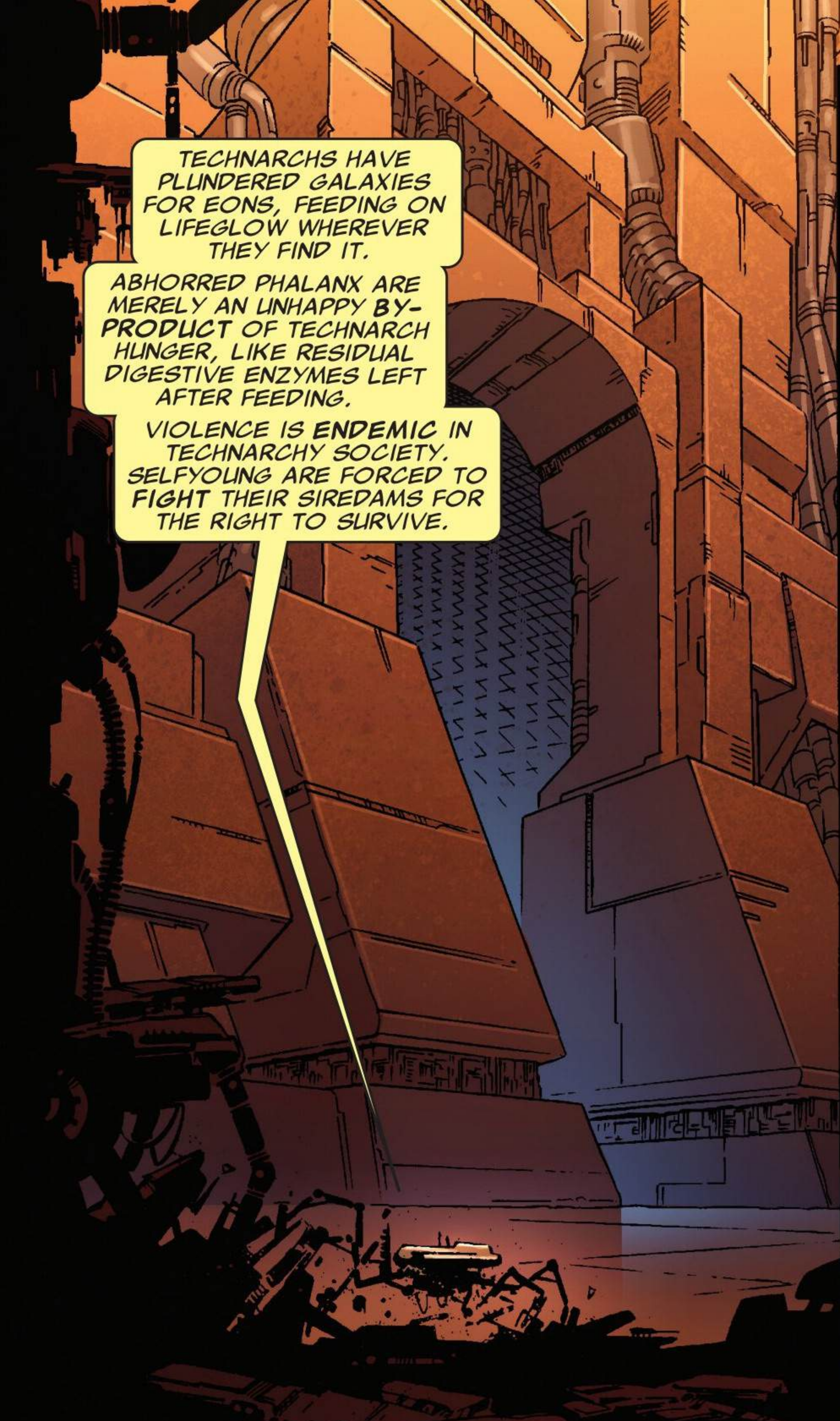


SELF IS ATTEMPTING
TO SAVE SELF'S
OWN KIND FROM
THEMSELVES.

SELF DOES NOT
HAVE THE TIME OR
STRENGTH TO FIGHT
ANOTHER BATTLE.

BUT--

WARLOCKSELF
IS SORRY,
CENTURION.



TECHNARCHS HAVE
PLUNDERED GALAXIES
FOR EONS, FEEDING ON
LIFEGLOW WHEREVER
THEY FIND IT.

ABHORRED PHALANX ARE
MERELY AN UNHAPPY BY-
PRODUCT OF TECHNARCH
HUNGER, LIKE RESIDUAL
DIGESTIVE ENZYMES LEFT
AFTER FEEDING.

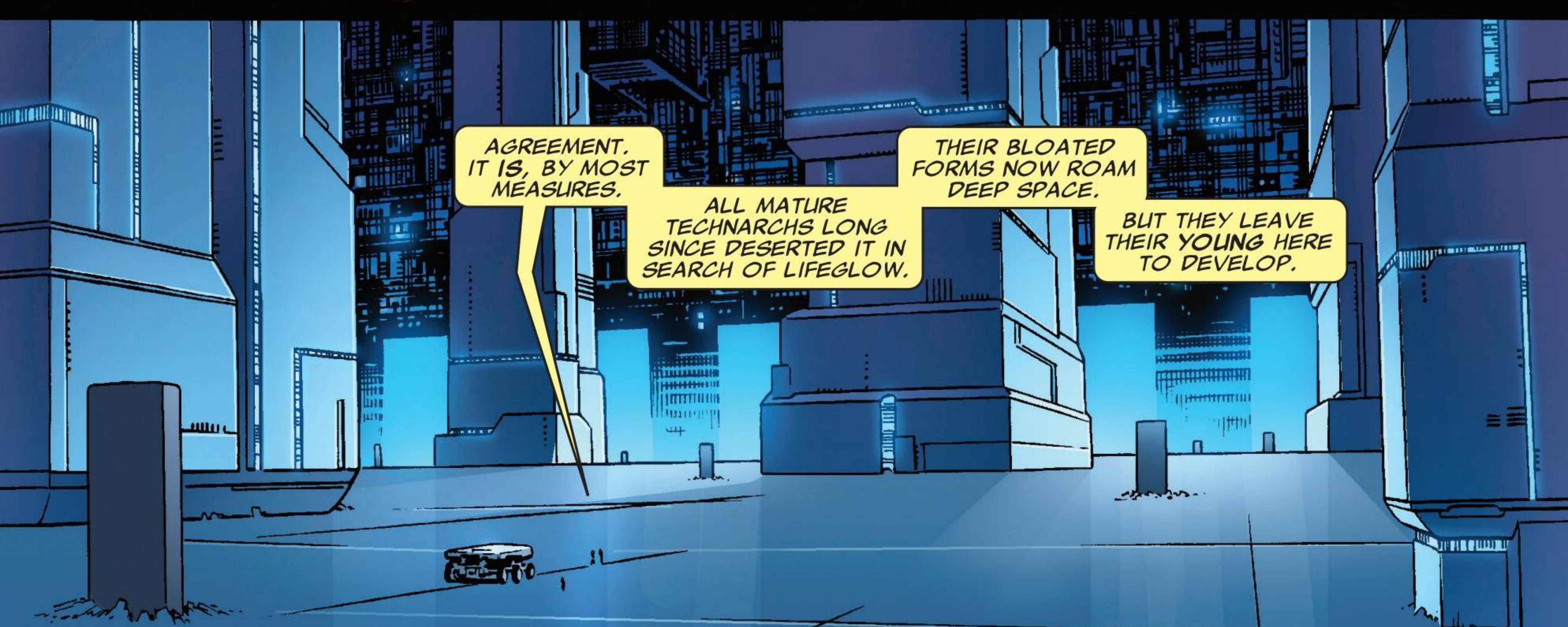
VIOLENCE IS ENDEMIC IN
TECHNARCHY SOCIETY.
SELF YOUNG ARE FORCED TO
FIGHT THEIR SIRE DAMS FOR
THE RIGHT TO SURVIVE.



CONSEQUENCE. SELF
HAS RETURNED TO KVCH
INTENDING TO BREAK THE
DESTRUCTIVE CYCLE AND
REDEEM SELF'S
STAGNATING RACE.

WELCOME
TO CRECHE
TERMINAL.

WOW.
WHEN I MADE
PLANETFALL, I
THOUGHT THIS
WORLD WAS
DEAD.

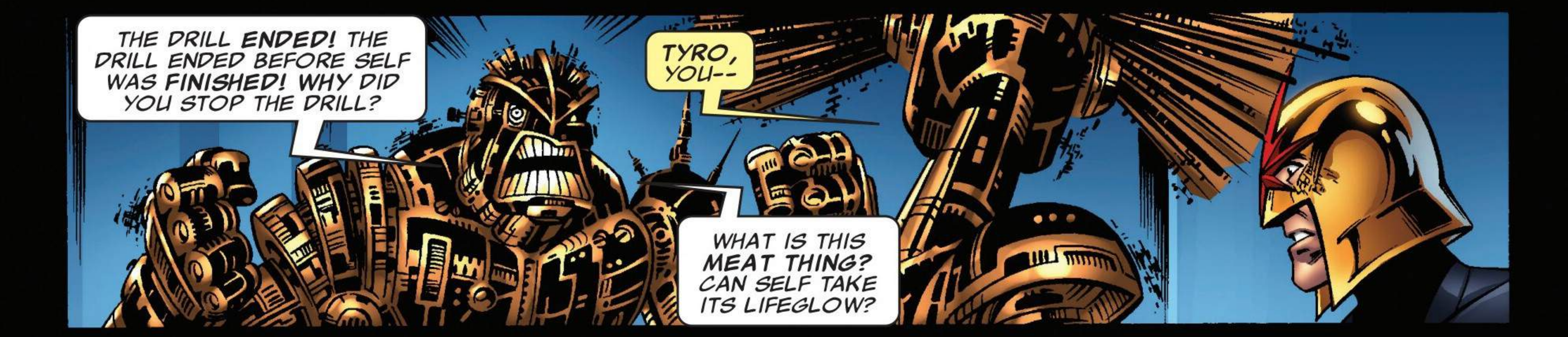


AGREEMENT.
IT IS, BY MOST
MEASURES.

ALL MATURE
TECHNARCHS LONG
SINCE DESERTED IT IN
SEARCH OF LIFEGLOW.

THEIR BLOATED
FORMS NOW ROAM
DEEP SPACE.

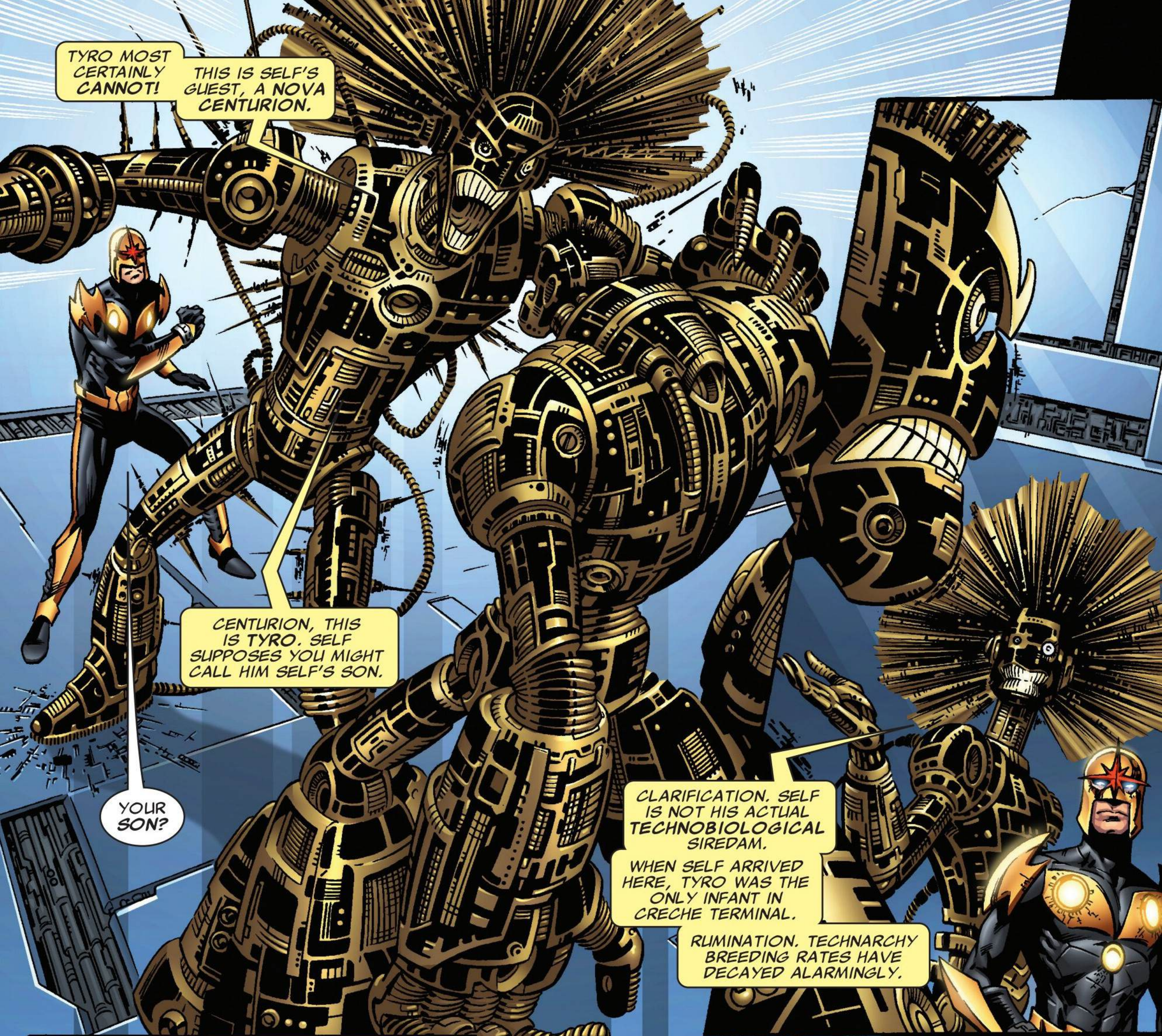
BUT THEY LEAVE
THEIR YOUNG HERE
TO DEVELOP.



THE DRILL ENDED! THE
DRILL ENDED BEFORE SELF
WAS FINISHED! WHY DID
YOU STOP THE DRILL?

TYRO,
YOU--

WHAT IS THIS
MEAT THING?
CAN SELF TAKE
ITS LIFEGLOW?



TYRO MOST CERTAINLY CANNOT!

THIS IS SELF'S GUEST, A NOVA CENTURION.

CENTURION, THIS IS TYRO. SELF SUPPOSES YOU MIGHT CALL HIM SELF'S SON.

YOUR SON?

CLARIFICATION. SELF IS NOT HIS ACTUAL TECHNOBIOLOGICAL SIRE DAM.

WHEN SELF ARRIVED HERE, TYRO WAS THE ONLY INFANT IN CRECHE TERMINAL.

RUMINATION. TECHNARCHY BREEDING RATES HAVE DECAYED ALARMINGLY.

SELF STARTED THE PROCESS WITH TYRO.

SELF IS A MUTANT, CENTURION. SELF CARRIES A RARE, NON-AGGRESSIVE FORM OF THE TRANSMODE VIRUS.

SELF HAS GIVEN THIS TO TYRO, AND SELF IS ATTEMPTING TO RAISE TYRO TO BE LESS LIKE HIS REAL SIRE DAM.

WAIT, WAIT, WAIT...

...WHAT YOU'RE SAYING IS ADMIRABLE, WARLOCK, IT REALLY IS.

BUT YOU'RE TALKING ABOUT THE SALVATION OF ONE... CHILD.

I'M ASKING YOU TO HELP ME RESCUE AN ENTIRE SPECIES. A SPECIES THAT IS IN GRAVE JEOPARDY RIGHT NOW, THANKS TO THE TECHNARCHY.

CENTURION, IT WOULD TAKE ALL SELF'S LIFEFLOW JUST TO SAVE YOU. TO SAVE THE POOR KREE PEOPLE, SELF WOULD REQUIRE VAST SACRIFICES OF LIFEFLOW.

THIS IS WHY SELF SAYS NO.

THAT WOULD END SELF'S MISSION HERE-- AND SELF HAS SWORN THAT THE TECHNARCHY WILL NEVER TAKE LIFEFLOW FROM ANYTHING.

EVER AGAIN.





THREE AND A HALF THOUSAND KILOMETERS AWAY...

KZZZKT



SO... THIS IS KVCH.
SEEMS THAT WAY.
WE'RE HERE.
SEEMS THAT WAY TOO.



HE'S HERE.

OH, YEAH, GAMORA. HE'S HERE. RECENTLY. PASSPORT TRACES DON'T LIE.

LOCATE HIS DAS'T TRACE, FEMALE. I'M SICK OF THIS HUNT. RIDER'S EVADED US FOR TOO LONG.

LITTLE SKUT'S GOIN' HOME IN A SACK.



LET ME HAVE THE KILL, DRAX. A FAVOR, PLEASE.
WHEN WE FIND THE HUMAN, LET ME TAKE HIM DOWN.
FOR THE PHALANX? FOR GREAT ULTRON?

NO, THIS IS PERSONAL.



DRAX?

WHAT?

DRAX... DO YOU FEEL THAT?

FEEL WHAT?
WHAT ARE YOU
BABBLING
ABOUT?

THE
TRANSMODE.
IT'S STIRRING
INSIDE ME.

IT KNOWS
THIS PLACE.
IT--

AGHHKKK!

AAGHH!

SUNS
OF HELL!

AAIIIEEEE!

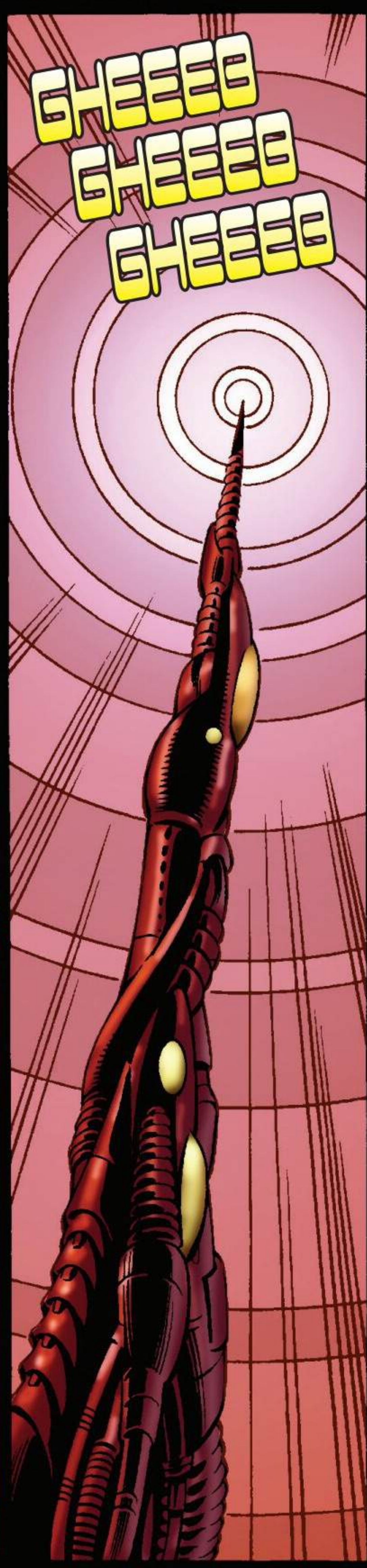
LIGHNN...
NO!

DRAX!
DRAAIIIGHHH!

NULRRHHGGG!



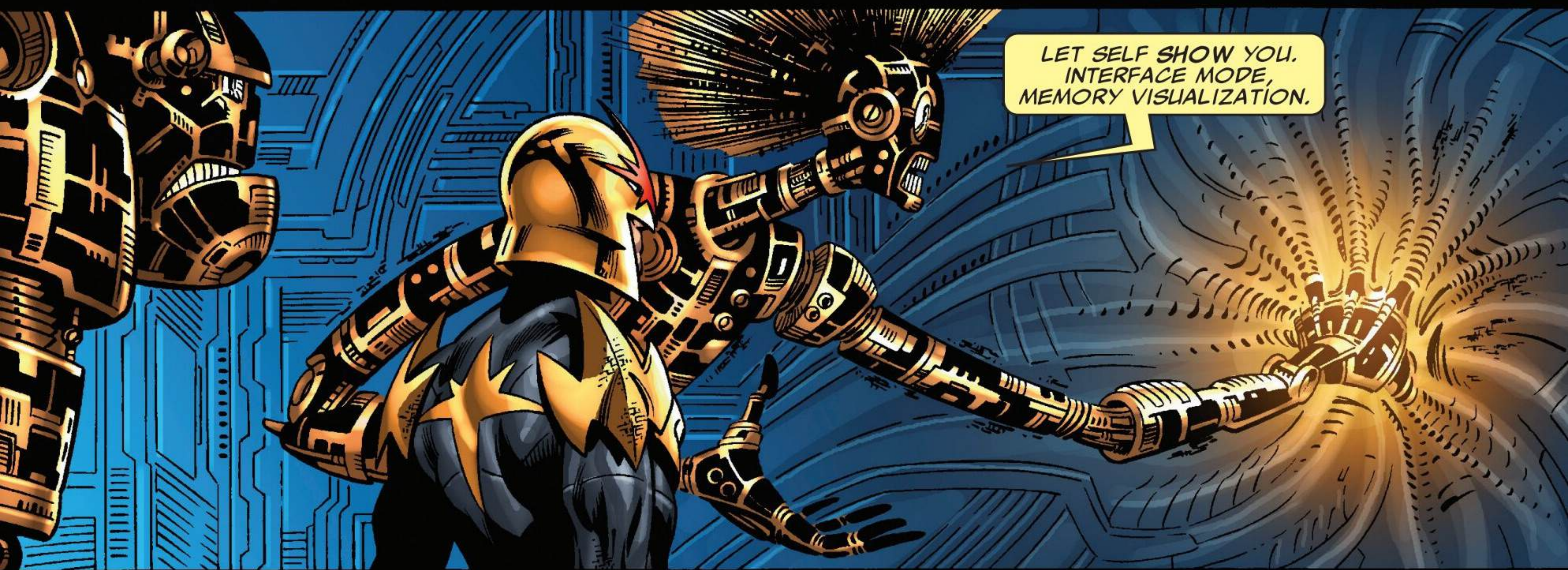
GHEEEB
GHEEEB
GHEEEB



IT IS THE TECHNARCH
CREDO. SEEK OUT
LIFEGLOW AND DRAIN IT.

CONCLUSION.
SUCH MINDLESS
CONSUMERS!

SELF'S MUTANT NATURE REBELLED
AGAINST THAT DIRECTIVE IN YOUTHTIME.
SELF FLED TO TERRAEARTH, AND
FOUND FRIENDS THERE WHO NURTURED
SELF'S PACIFIC BELIEFS.



LET SELF SHOW YOU.
INTERFACE MODE,
MEMORY VISUALIZATION.



THESE WERE
WARLOCKSELF'S
FRIENDS.

THE NEW
MUTANTS...
THE X-MEN-
IN-TRAINING,
RIGHT?

AFFIRMATION.
EXACTLY SO.



REFLECTION. SELF
MISSES HIS FRIENDS.
SELF WONDERS WHAT
BECAME OF THEM.



WHY, MEAT THING?





THANK YOU, CENTURION. SELF WILL SCOLD HIS OWN CHILD.

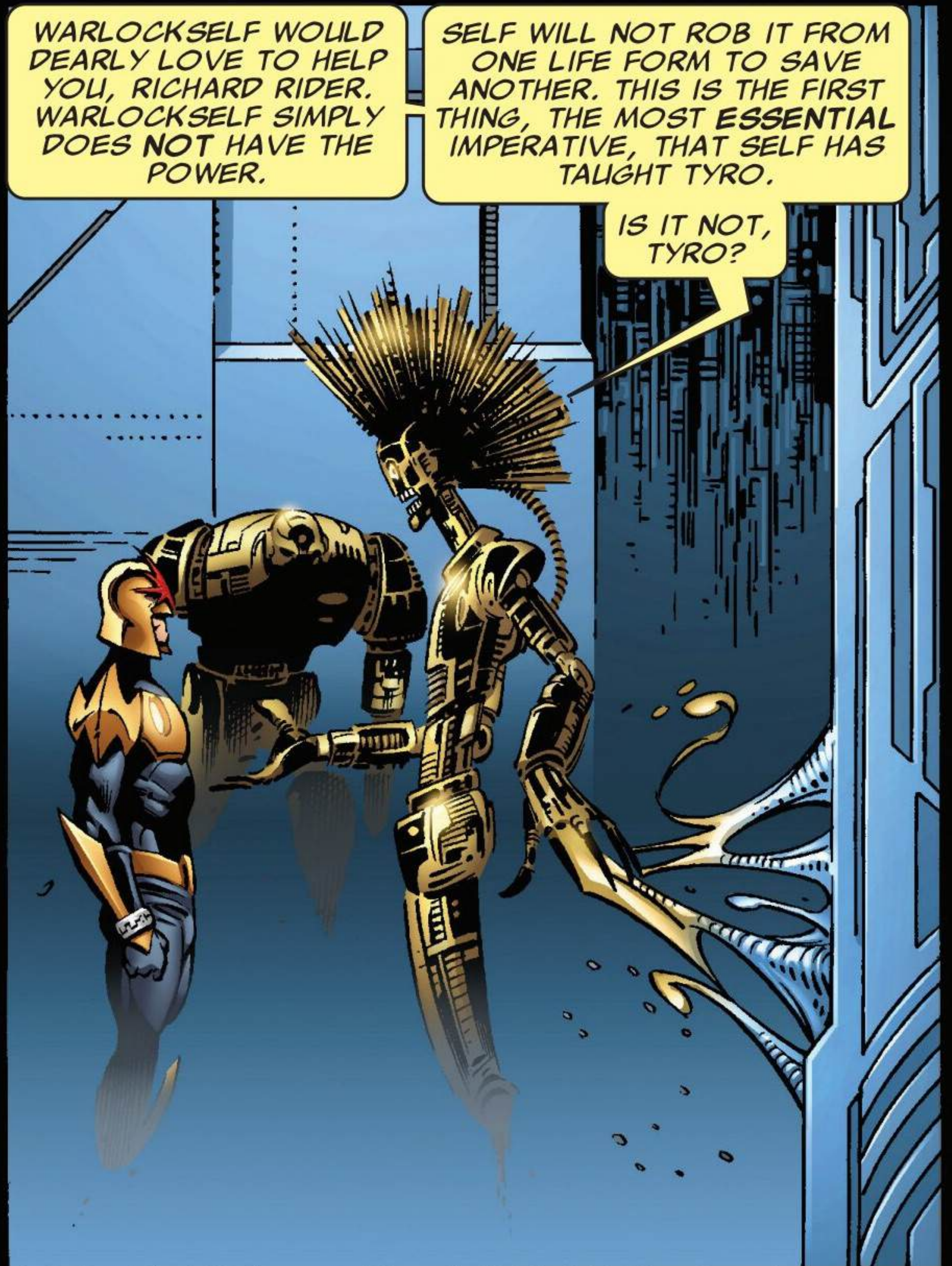
REPRIMAND. TYRO, BEHAVE.

SELF WISHES TO FINISH THE TALE WITHOUT YOUR INTERRUPTIONS.



INSPIRED BY HIS NEW MUTANT BONDFRIENDS, SELF EVENTUALLY CAME HOME TO KVCH.

SELF FOUND TYRO IN CRECHE TERMINAL, AND BEGAN SELF'S WORK.



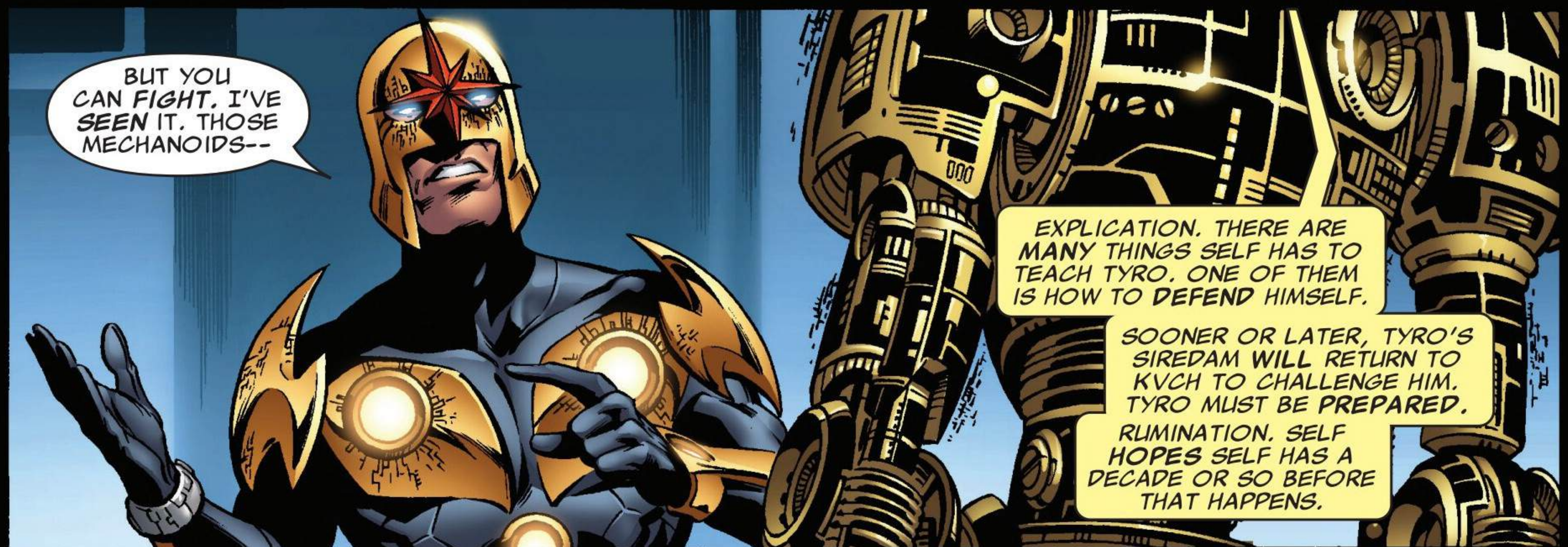
WARLOCKSELF WOULD DEARLY LOVE TO HELP YOU, RICHARD RIDER. WARLOCKSELF SIMPLY DOES NOT HAVE THE POWER.

SELF WILL NOT ROB IT FROM ONE LIFE FORM TO SAVE ANOTHER. THIS IS THE FIRST THING, THE MOST ESSENTIAL IMPERATIVE, THAT SELF HAS TAUGHT TYRO.

IS IT NOT, TYRO?



SELVES MUST LEARN TO GIVE LIFEGLOW, NOT TAKE IT. THIS YOU HAVE TAUGHT ME, WARLOCK.



BUT YOU CAN FIGHT. I'VE SEEN IT. THOSE MECHANOIDS--

EXPLICATION. THERE ARE MANY THINGS SELF HAS TO TEACH TYRO. ONE OF THEM IS HOW TO DEFEND HIMSELF.

SOONER OR LATER, TYRO'S SIRE DAM WILL RETURN TO KVCH TO CHALLENGE HIM. TYRO MUST BE PREPARED.

RUMINATION. SELF HOPES SELF HAS A DECADE OR SO BEFORE THAT HAPPENS.

SO WHAT DO
I DO, WARLOCK?
JUST GIVE UP
AND DIE?

AND WHAT
ABOUT THE
KREE?

CENTURION, SELF HAS
USED AS MUCH LIFEGLow
AS SELF CAN SPARE TO
PUSH YOUR INFECTION INTO
REMISSION. BUT--

BUT I'M
GONNA DIE, RIGHT?
SOONER OR LATER?
AND SO WILL ALL THE
KREE? THEN MAYBE
EARTH? WHERE YOUR
"BONDFRIENDS"
LIVE!

PLEASE. SELF
FEELS GUILTY
ENOUGH AS IT IS.

INTERROGATIVE. IF
YOUR HUMAN RACE WAS
FACING EXTINCTION, AND
YOU COULD SAVE EITHER
THEM OR THE KREE--ONE
OR THE OTHER, NOT
BOTH--WHICH WOULD
YOU CHOSE?

TRULY?

YOU SEE? YOU
WOULD CHOSE YOUR
OWN KIND.

YOU'RE
RIGHT. I
WOULD.

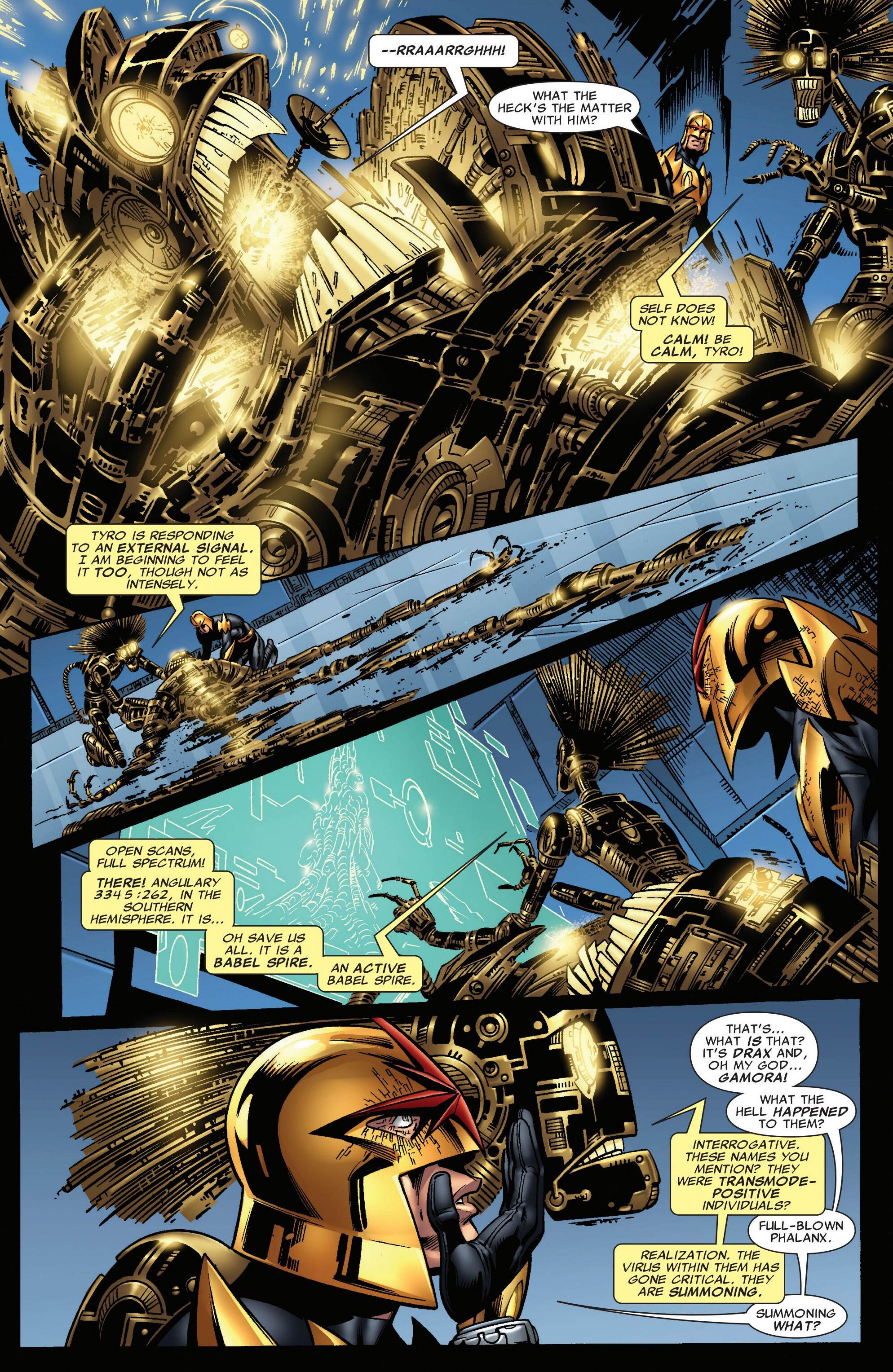
SELF HAS
A DREAM,
RICHARD
RIDER.

SELF IS SO VERY
SORRY IT IS NOT
COMPATIBLE WITH
YOURS.

WORLDWIND,
HOW DO I GET UP
TO THE SURFACE?

RICHARD
RIDER, YOU'RE
LEAVING?

GOOD RIDDANCE!
GOOD RRRRRR--



--RRAAARRGHHH!

WHAT THE
HECK'S THE MATTER
WITH HIM?

SELF DOES
NOT KNOW!

CALM! BE
CALM, TYRO!

TYRO IS RESPONDING
TO AN EXTERNAL SIGNAL.
I AM BEGINNING TO FEEL
IT TOO, THOUGH NOT AS
INTENSELY.

OPEN SCANS,
FULL SPECTRUM!

THERE! ANGULAR
3345:262, IN THE
SOUTHERN
HEMISPHERE. IT IS...

OH SAVE US
ALL. IT IS A
BABEL SPIRE.

AN ACTIVE
BABEL SPIRE.

THAT'S...
WHAT IS THAT?
IT'S DRAX AND,
OH MY GOD...
GAMORA!

WHAT THE
HELL HAPPENED
TO THEM?

INTERROGATIVE.
THESE NAMES YOU
MENTION? THEY
WERE TRANSMODE-
POSITIVE
INDIVIDUALS?

FULL-BLOWN
PHALANX.

REALIZATION. THE
VIRUS WITHIN THEM HAS
GONE CRITICAL. THEY
ARE SUMMONING.

SUMMONING
WHAT?

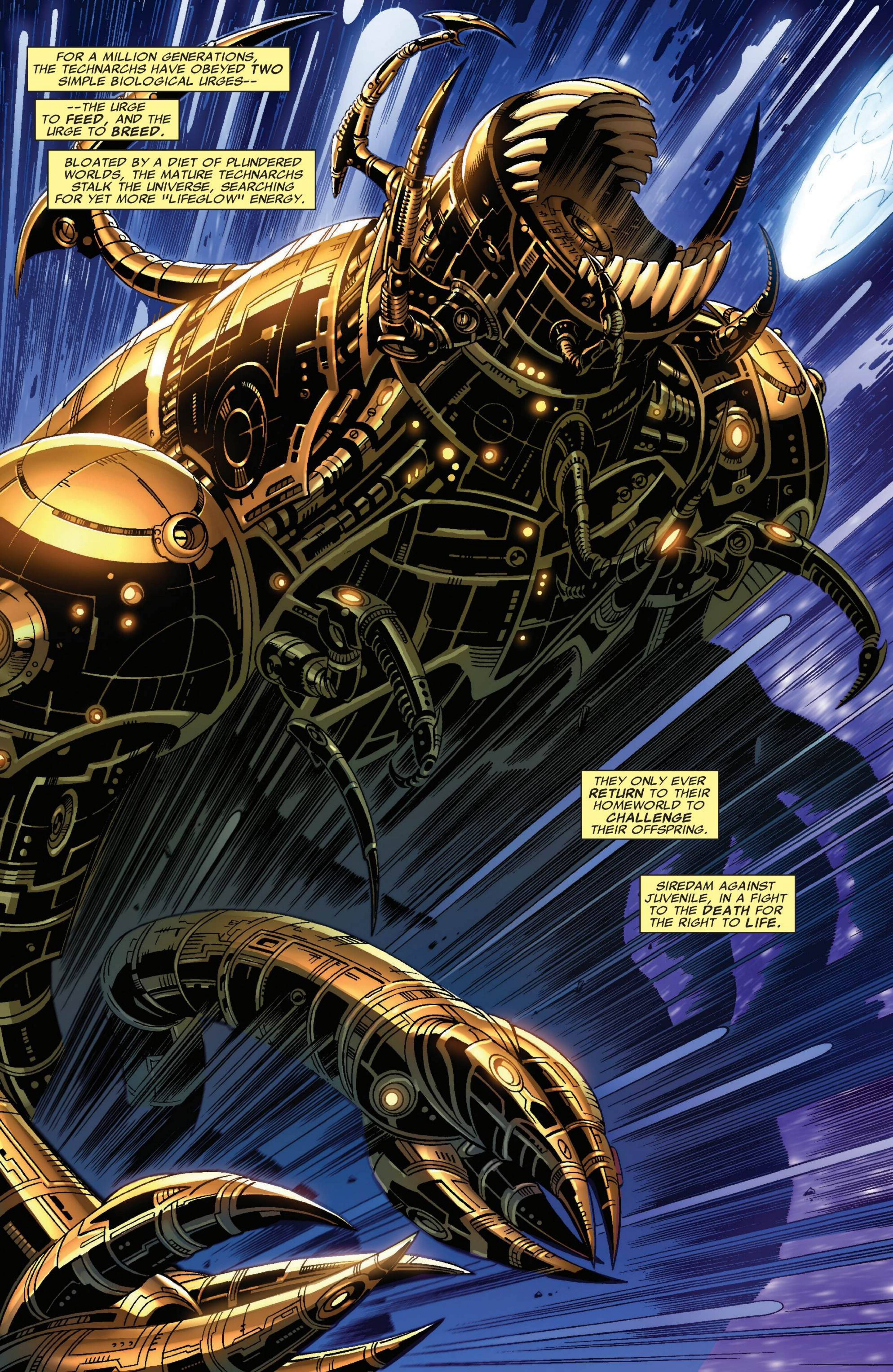


"A SIREDAM.

"THE SPIRE THEY HAVE
MADE IS SUMMONING A FULLY
MATURE TECHNARCH.

"ALL IS LOST."





FOR A MILLION GENERATIONS,
THE TECHNARCHS HAVE OBEYED TWO
SIMPLE BIOLOGICAL URGES--

--THE URGE
TO FEED, AND THE
URGE TO BREED.

BLOATED BY A DIET OF PLUNDERED
WORLDS, THE MATURE TECHNARCHS
STALK THE UNIVERSE, SEARCHING
FOR YET MORE "LIFEGLOW" ENERGY.

THEY ONLY EVER
RETURN TO THEIR
HOMEWORLD TO
CHALLENGE
THEIR OFFSPRING.

SIRE DAM AGAINST
JUVENILE, IN A FIGHT
TO THE DEATH FOR
THE RIGHT TO LIFE.

KUCH, THE TECHNARCHY HOMEWORLD.

IT HAS BUCKLED SPACE IN ITS RUSH TO GET HERE. IT HAS MADE STARS SHIVER WITH THE FURY OF ITS PASSING.

IT IS A TECHNARCH, FULL-GROWN AND ANCIENT, AND IT KNOWS ONLY ONE IMPERATIVE--

GHEEEB
GHEEEB
GHEEEB

--TO LOCATE AND DESTROY THE UPSTART YOUNGSTER HIDING HERE.

INHERITANCE

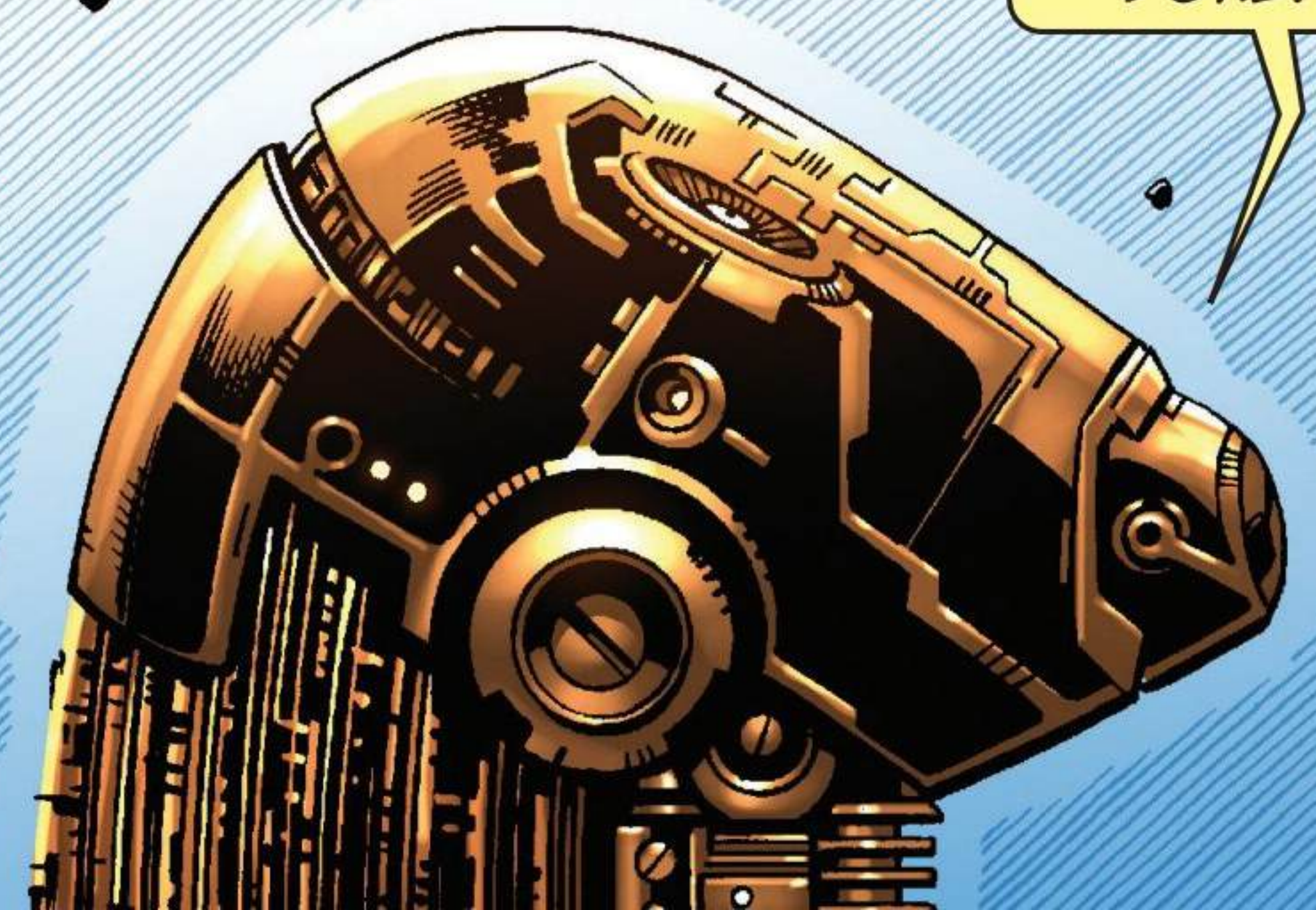


ITS BESTIAL HOWLS OF
INFANTICIDAL LUST ECHO
THROUGH THE PLANET.

IT HAS
THE SCENT.

IT IS HERE
ALREADY.

SELF'S
DREAMS ARE
DONE.



 **GRECCE TERMINAL,
FAR BELOW THE SURFACE.**



SELF
WILL FIGHT
SIRE DAM!

NO,
TYRO!

SELF WILL MEET
THE CHALLENGE
AND KILL THE
BEASTFATHER!

REPRIMAND! WARLOCKSELF
WILL NOT ALLOW IT! TYRO IS
TOO YOUNG! TYRO WOULD
NOT LAST A NANOSECOND!

THERE'S...
G-GOTTA BE...
SOMETHING...

...I MEAN...
KOFF KOFF...
S-SOMETHING
WE CAN...

SELF IS SORRY,
NOVAFRIEND. THERE
IS NO OPTION LEFT
EXCEPT TO QUIT THIS
PLACE AND FLEE.

THE MEAT
THING IS DYING.
IGNORE IT.
LET IT PERISH.

YOUR VIRAL LOAD
HAS RESPONDED
TO THE SIRE DAM'S
APPROACH,
SELFFRIEND.

AND THERE'S...
LIGHN...N-NOTHING
YOU CAN DO, I
KNOW.

SELVES MUST
FLEE. NOW.

AND HOW-
NHHH!

--HOW FAR
WOULD YOU GET
WITH THAT ON
YOUR TAIL? A DAY?
AN HOUR?

IS SELFFRIEND
SUGGESTING SELVES
FIGHT THE SIRE DAM?

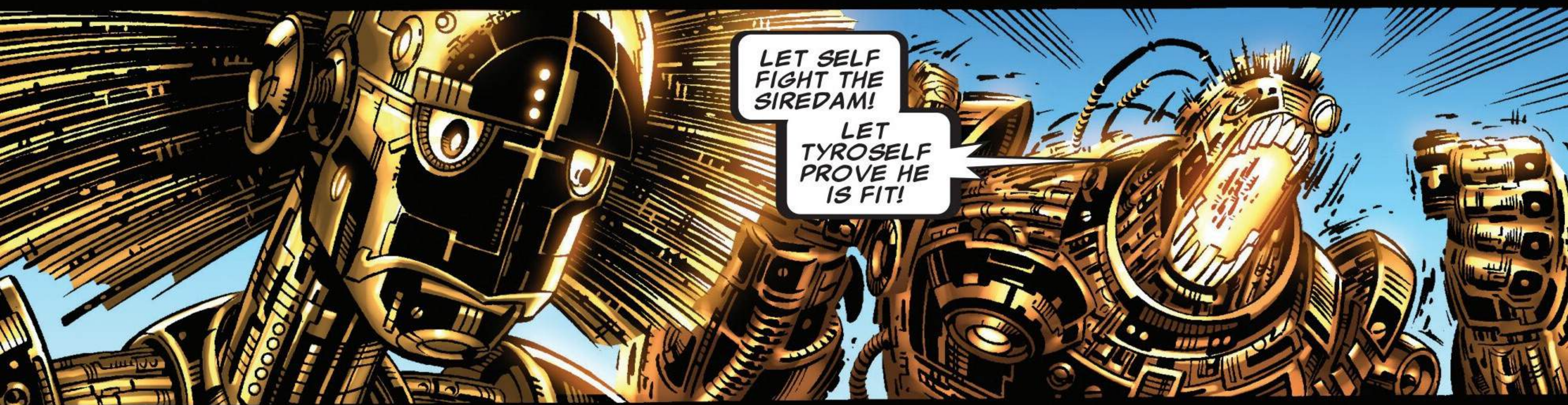
QUERY? HOW?
COULD YOU FIGHT
IT, CENTURION?

MHHN...
M-MAYBE. THERE
WAS A...GNNH...A
TIME WHEN I COULD
HAVE S-SLOWED IT
DOWN, AT
LEAST.

OH GOD.
NHHH.

I'VE GOT THE
ENTIRE N-NOVA
FORCE INSIDE ME,
WARLOCK...

...F-FOR ALL
THE GOOD IT'S
DOING ME RIGHT
NOW.



LET SELF
FIGHT THE
SIRE DAM!

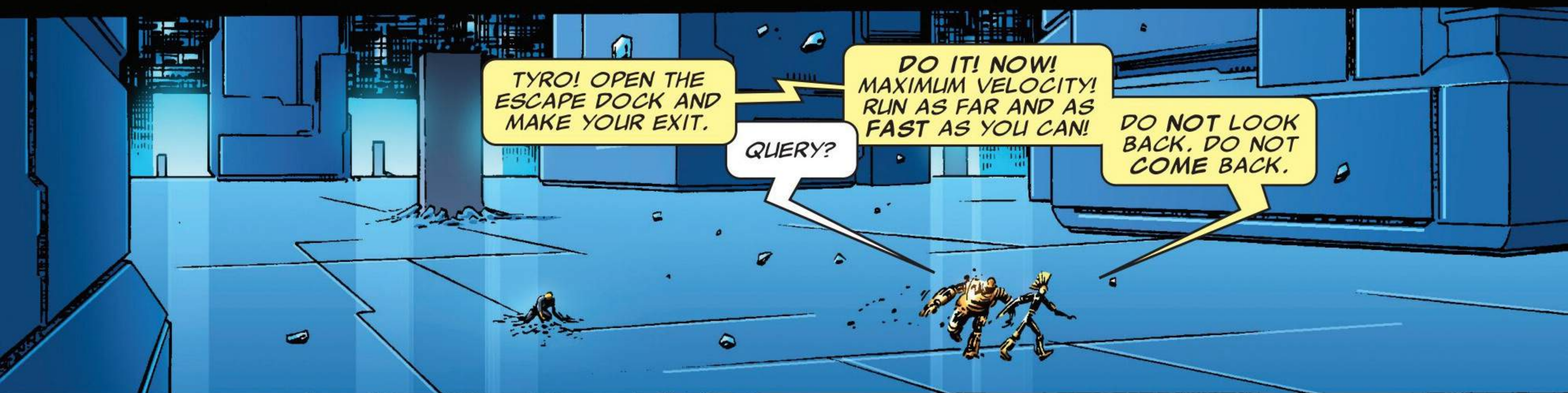
LET
TYROSELF
PROVE HE
IS FIT!



TYROSELF
WILL SLAY THE
BEASTFATHER!
LET TYROSELF
TRY!



MAY YOU
BOTH FORGIVE
WARLOCKSELF...

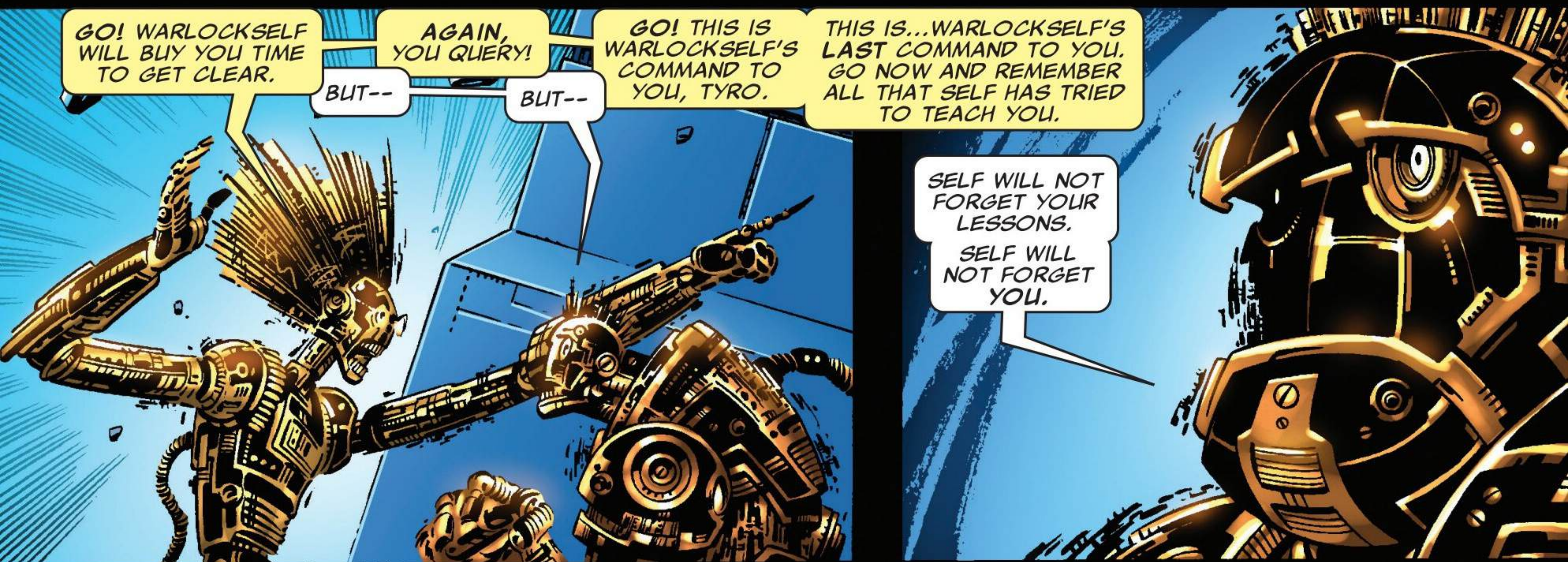


TYRO! OPEN THE
ESCAPE DOCK AND
MAKE YOUR EXIT.

QUERY?

DO IT! NOW!
MAXIMUM VELOCITY!
RUN AS FAR AND AS
FAST AS YOU CAN!

DO NOT LOOK
BACK. DO NOT
COME BACK.



GO! WARLOCKSELF
WILL BUY YOU TIME
TO GET CLEAR.

BUT--

AGAIN,
YOU QUERY!

BUT--

GO! THIS IS
WARLOCKSELF'S
COMMAND TO
YOU, TYRO.

THIS IS...WARLOCKSELF'S
LAST COMMAND TO YOU.
GO NOW AND REMEMBER
ALL THAT SELF HAS TRIED
TO TEACH YOU.

SELF WILL NOT
FORGET YOUR
LESSONS.
SELF WILL
NOT FORGET
YOU.



"TYRO HAS FLED. IT WILL TAKE THE SIRE DAM A FEW MOMENTS BEFORE IT REALIZES THAT ITS PREY HAS DEPARTED."



THE ENTIRE NOVA FORCE, YOU SAID, SELF FRIEND?

NNGGGHHH... Y-ESS...

THEN YOU ARE A GREATER WARRIOR THAN WARLOCKSELF BY A CONSIDERABLE MEASURE. YOU WILL HOLD THE SIRE DAM FOR AS LONG AS YOU CAN?



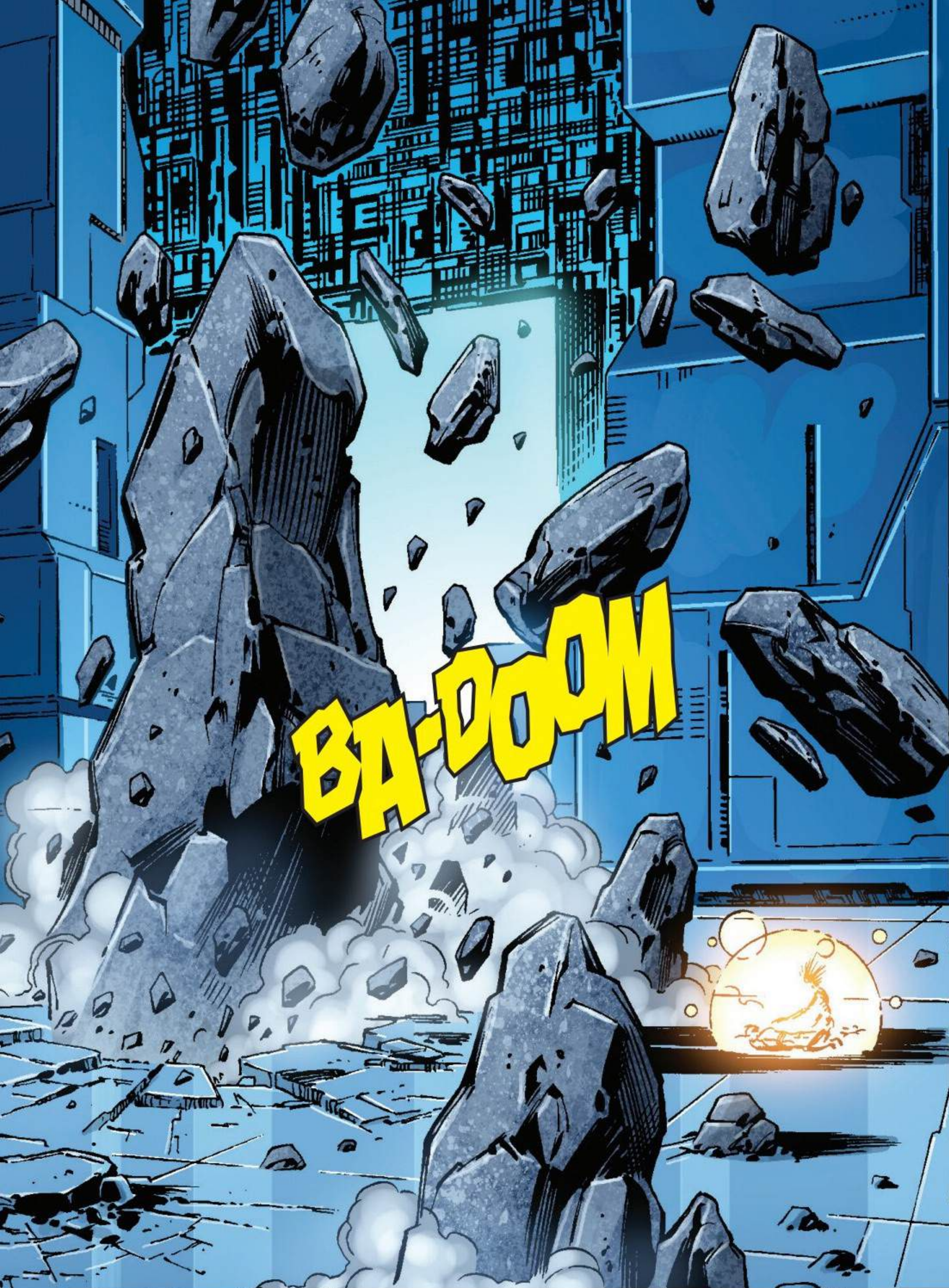
MNHHH... WHAT? W-WHAT ARE YOU--

PROMISE WARLOCKSELF YOU WILL HOLD THE SIRE DAM FOR AS LONG AS YOU CAN! GIVE TYRO TIME TO ESCAPE!

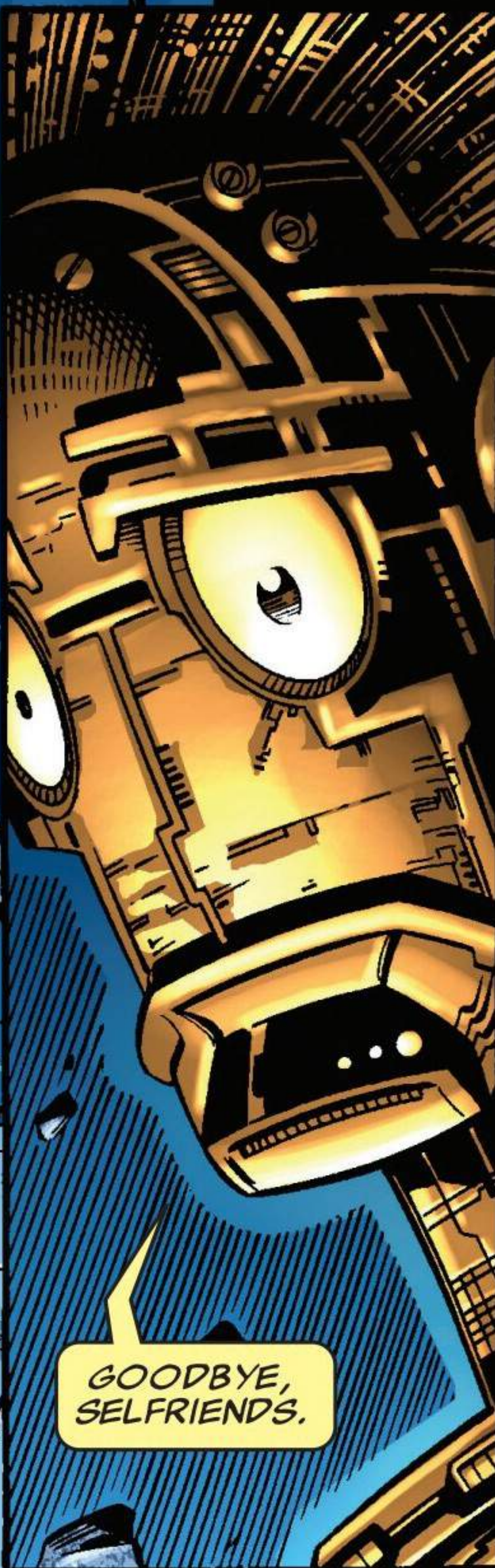
W-WARLOCK... I D-DON'T LINDERST--



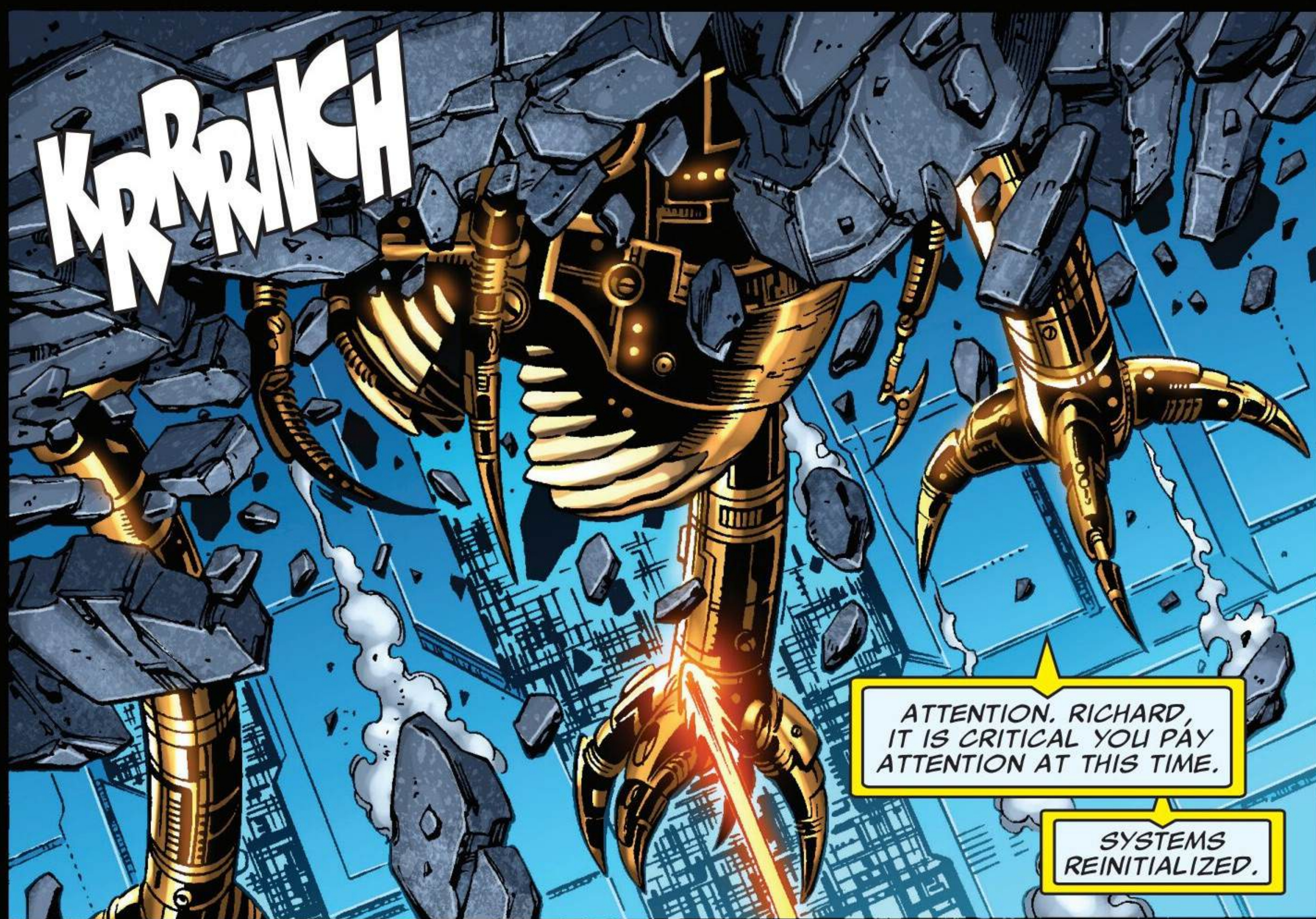
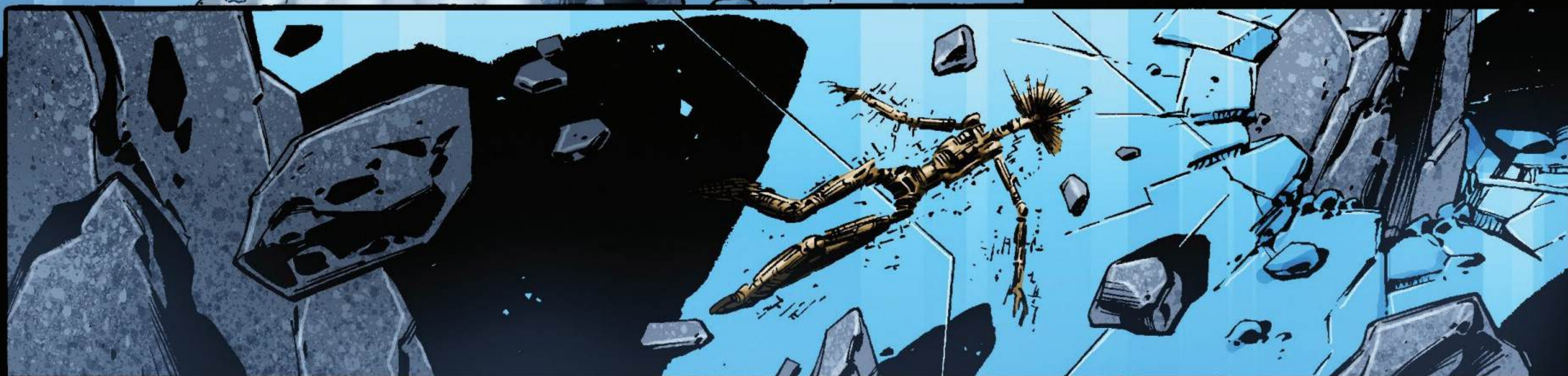
SELF HAS SWORN THAT THE TECHNARCHY WILL NEVER TAKE LIFEGLOW FROM ANYTHING EVER AGAIN. BUT SELF CAN GIVE IT.



BA-DOOM



GOODBYE,
SELFRIENDS.



KRRAACH

ATTENTION. RICHARD,
IT IS CRITICAL YOU PAY
ATTENTION AT THIS TIME.

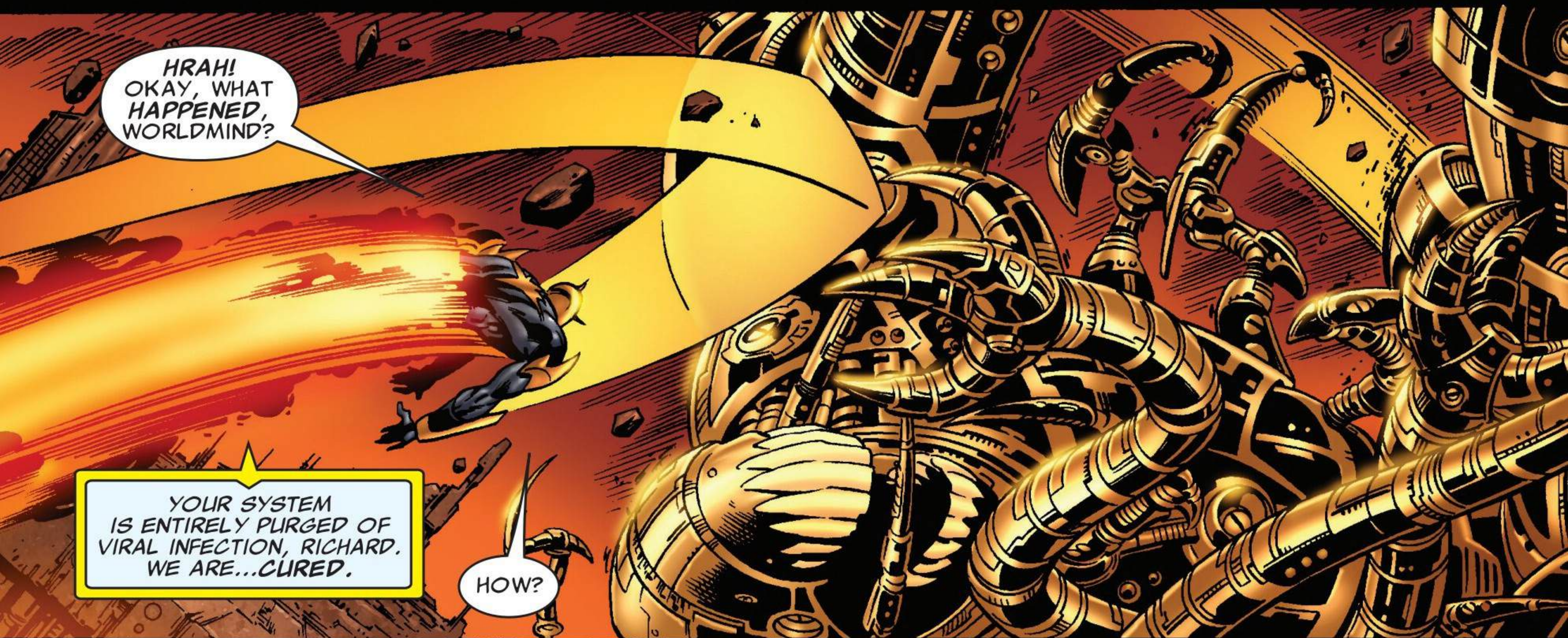
SYSTEMS
REINITIALIZED.



FWA-CHOO

GOOD TO
KNOW.

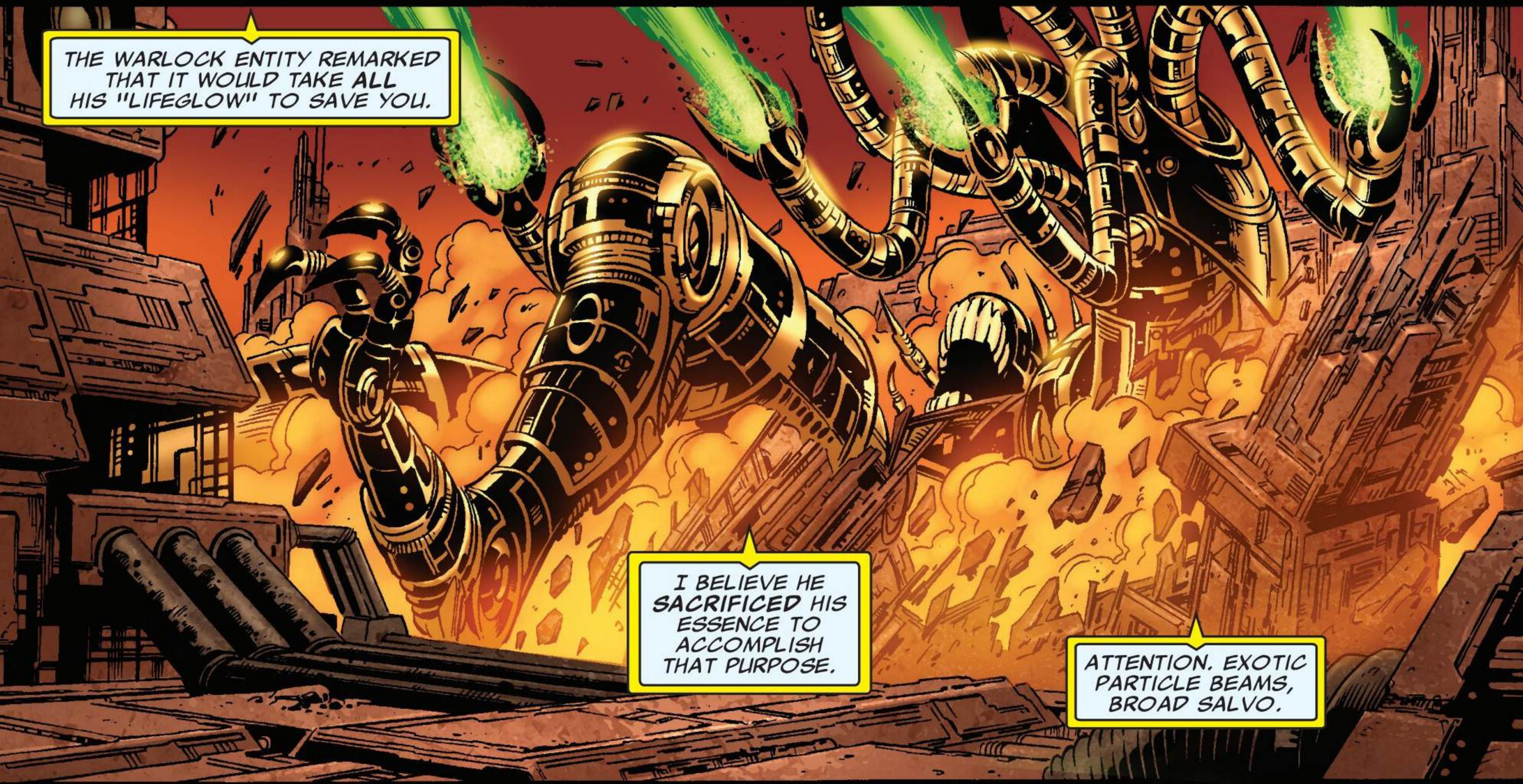




HRAH!
OKAY, WHAT
HAPPENED,
WORLD MIND?

YOUR SYSTEM
IS ENTIRELY PURGED OF
VIRAL INFECTION, RICHARD.
WE ARE...CURED.

HOW?



THE WARLOCK ENTITY REMARKED
THAT IT WOULD TAKE ALL
HIS "LIFEGLOW" TO SAVE YOU.

I BELIEVE HE
SACRIFICED HIS
ESSENCE TO
ACCOMPLISH
THAT PURPOSE.

ATTENTION. EXOTIC
PARTICLE BEAMS,
BROAD SALVO.



EVADING. THEN I OWE
HIM. AND I MADE
A PROMISE.

COMMIT BLAST
BEAM, LEFT HAND,
FULL GRAVIMETRIC.

POWER
ROUTED.



WE KEEP THIS
THING BUSY AS LONG
AS WE CAN.

DECISION NOTED,
WITH REGRET.

IT WOULD BE
ADVISABLE FOR US
TO FLEE AS WELL.

YOU'RE NOT
GOING TO,
ARE YOU?



UH-UH. NEVER
GOING TO HAPPEN.
I DON'T BREAK
PROMISES.

YOU ONCE PROMISED TO
KEEP ME--THE LAST
REPOSITORY OF AN ENTIRE
CULTURE'S KNOWLEDGE--
SAFE, RICHARD.

YEAH, WELL,
SHUT UP NOW.
I'M BUSY.



WE SHALL EXPLORE
THAT ISSUE AGAIN
AT A LATER DATE.

FOR NOW, BE AWARE
THAT EVEN AT FULL
POWER, YOU CANNOT
DEFEAT AN ENTITY OF
THIS MAGNITUDE.

ALL I
PROMISED TO DO
WAS TO KEEP IT
OCCUPIED--



AGHHH!

FIELD PULSE!
FULL RADIATIVE
AURA!



TOO CLOSE!
DAS'T THING ALMOST
CRUSHED ME!

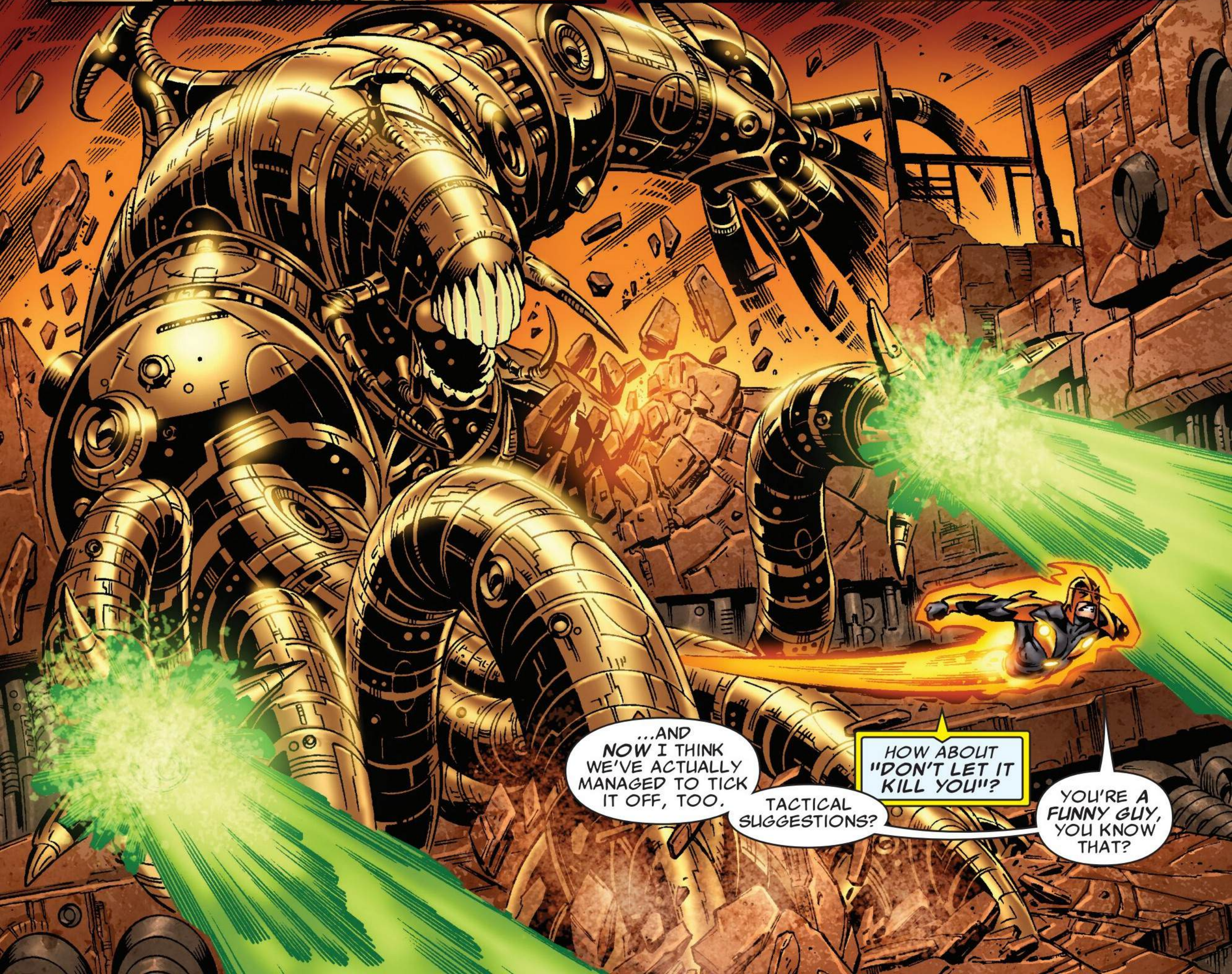
A FACT THAT
DID NOT ESCAPE
MY NOTICE.



OKAY,
YOU'RE
RIGHT...



...IT'S
TOUGH...

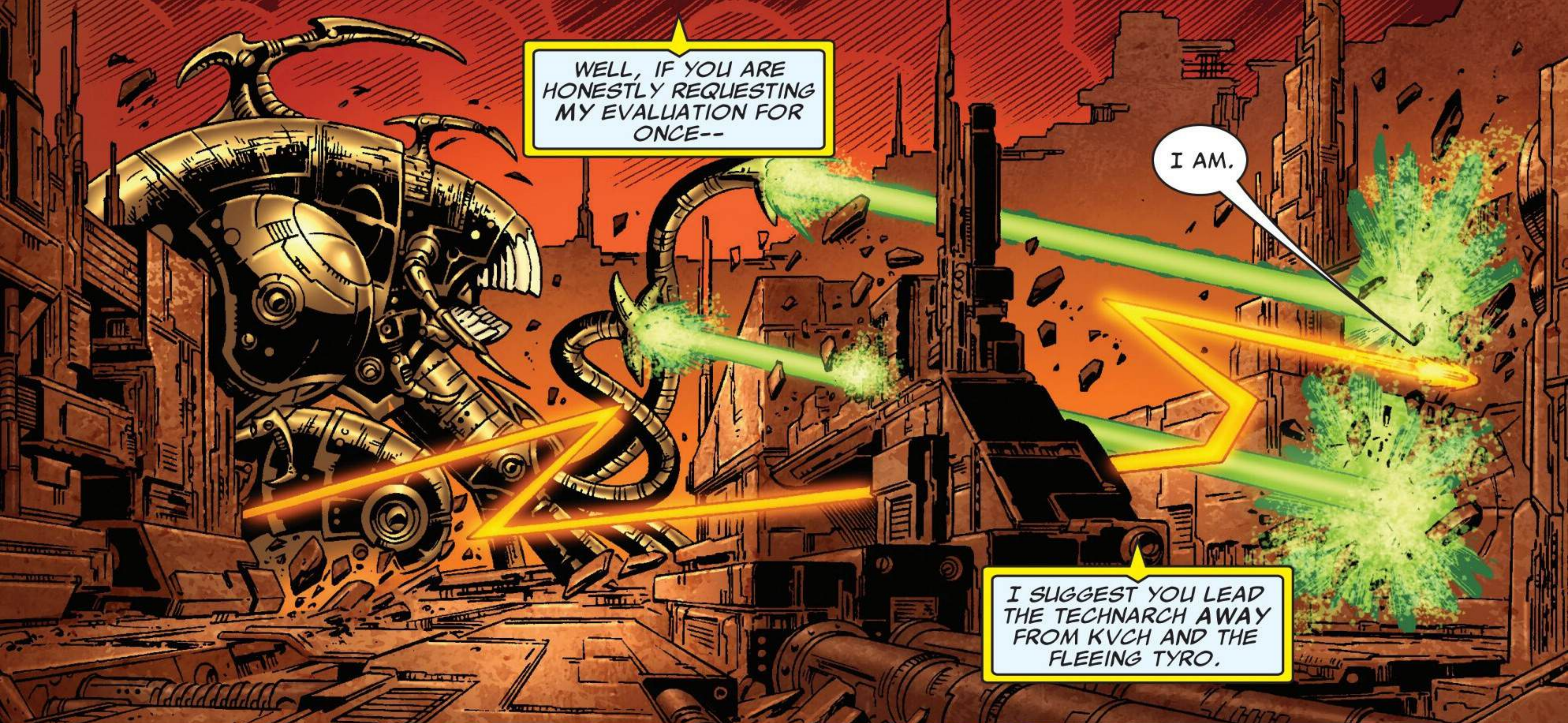


...AND
NOW I THINK
WE'VE ACTUALLY
MANAGED TO TICK
IT OFF, TOO.

TACTICAL
SUGGESTIONS?

HOW ABOUT
"DON'T LET IT
KILL YOU"?

YOU'RE A
FUNNY GUY,
YOU KNOW
THAT?



WELL, IF YOU ARE
HONESTLY REQUESTING
MY EVALUATION FOR
ONCE--

I AM.

I SUGGEST YOU LEAD
THE TECHNARCH AWAY
FROM KVCH AND THE
FLEEING TYRO.



YOU HAVE ENRAGED
THE TECHNARCH. I
BELIEVE IT WILL NOW
PURSUE YOU UNTIL IT
HAS FINISHED YOU.

A CHASE,
HUH? HOW
LONG WILL
I LAST?

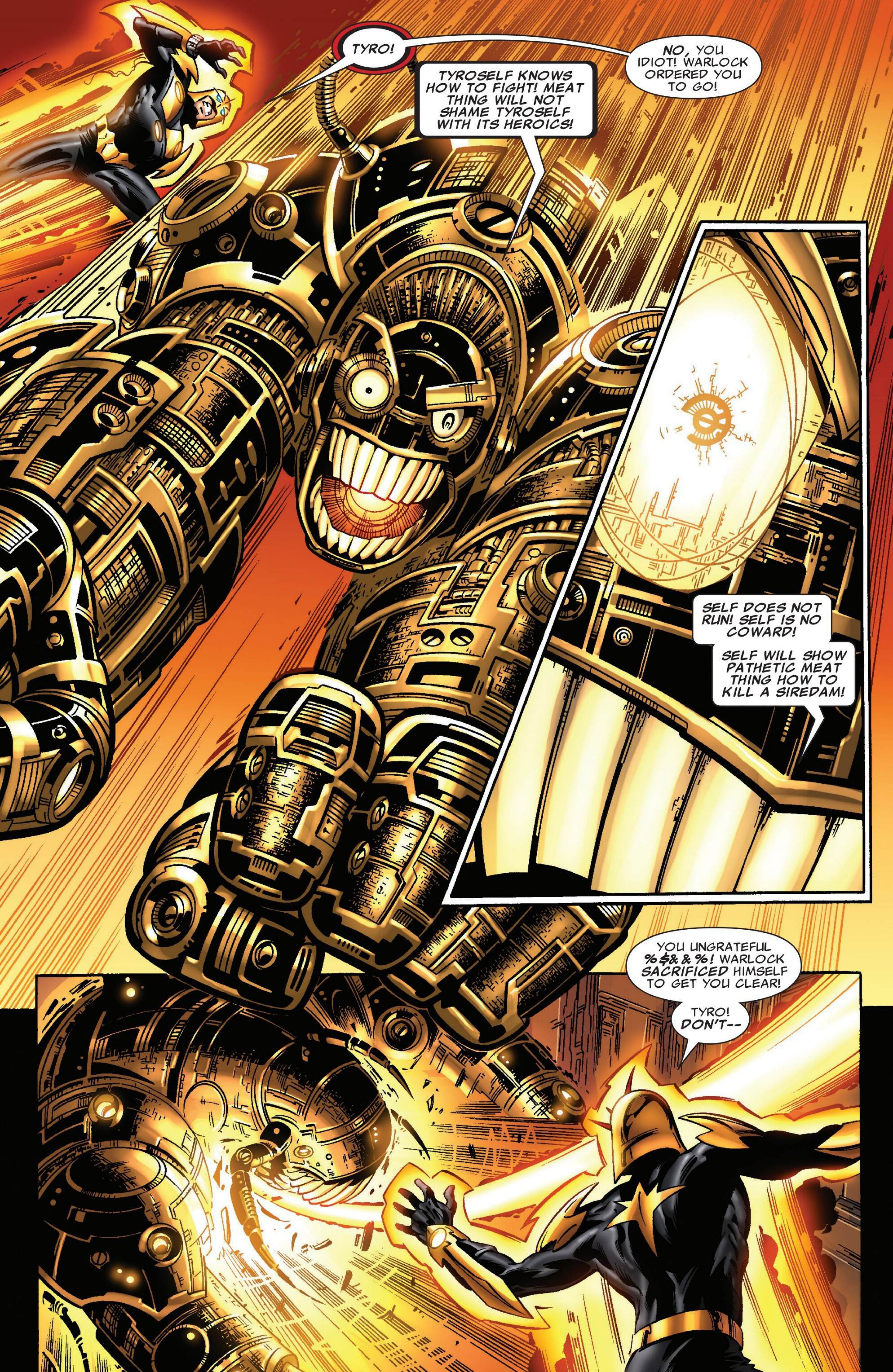
I ESTIMATE, AT
FULL VELOCITY...
FORTY-SIX MINUTES.



BETTER
THAN
NOTHING.
AT LEAST
THIS WAY WE
BUY MORE
TIME FOR--



OH
NO.



TYRO!

TYROSELF KNOWS
HOW TO FIGHT! MEAT
THING WILL NOT
SHAME TYROSELF
WITH ITS HEROICS!

NO, YOU
IDIOT! WARLOCK
ORDERED YOU
TO GO!

SELF DOES NOT
RUN! SELF IS NO
COWARD!

SELF WILL SHOW
PATHETIC MEAT
THING HOW TO
KILL A SIREMAM!

YOU UNGRATEFUL
%\$% & %! WARLOCK
SACRIFICED HIMSELF
TO GET YOU CLEAR!

TYRO!
DON'T--

EEAAAAGHHH!

NO
NO NO
NO!

SHRRRE-----



RICHARD, THERE IS NO LONGER ANY REASON TO STAY. TYRO IS LOST.

GET US OUT OF HERE.

I'M GOING TO KILL IT.

YOU CAN'T. GET US OUT OF HERE AT ONCE, BEFORE--

ATTENTION. RICHARD, SOMETHING IS HAPPENING.



NO KIDDING!

ANY IDEA WHAT?

THE TECHNARCH'S ENERGY PROFILE IS ALTERING RAPIDLY. SOME FORM OF FEEDBACK, PERHAPS, OR--



OR...?

OR ITS TECHNO-ORGANIC CODING IS BEING REWRITTEN FROM THE INSIDE.

AND THAT'S POSSIBLE HOW?

I AM SIMPLY REPORTING WHAT I AM SCANNING, RICHARD.

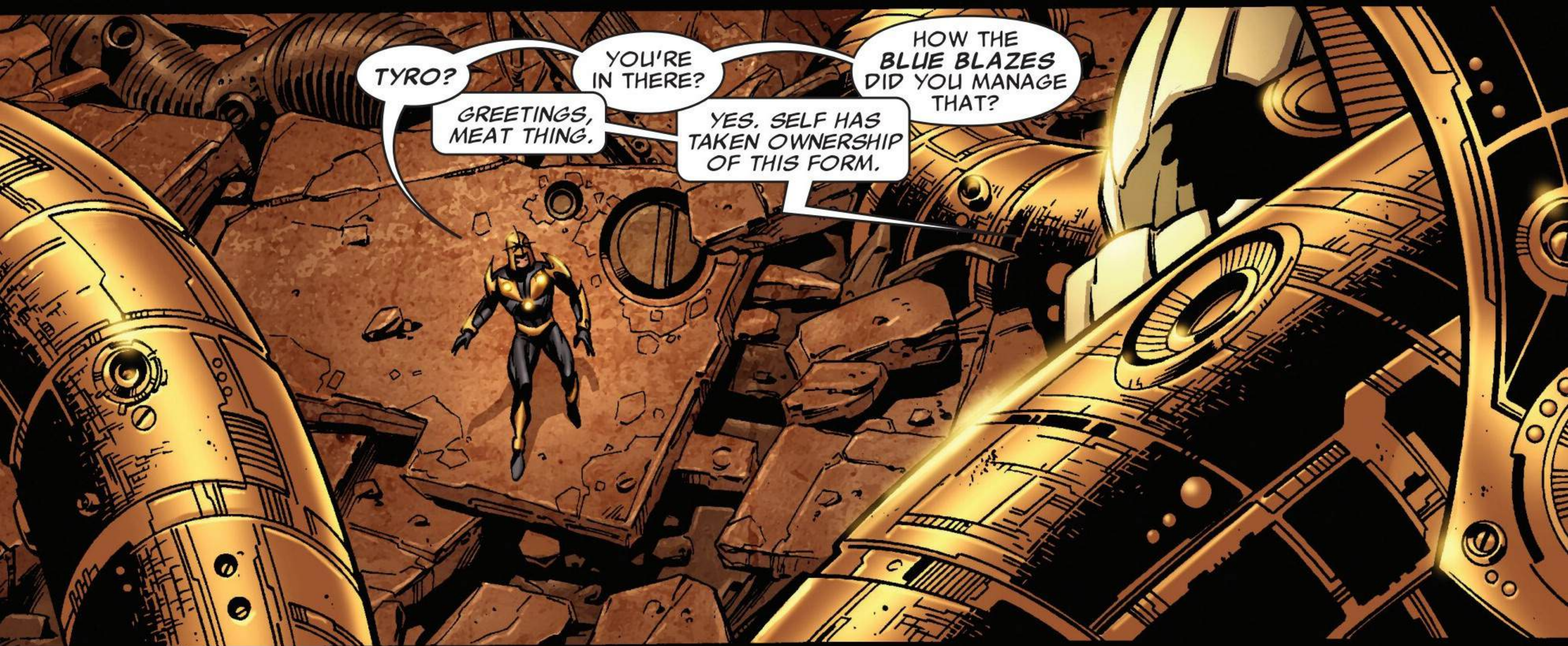


FREAKY...

SELF...

SELF HAS BEEN TAUGHT LESSONS IN COURAGE AND SELF-SACRIFICE.

HAS SELF LEARNED THEM WELL?



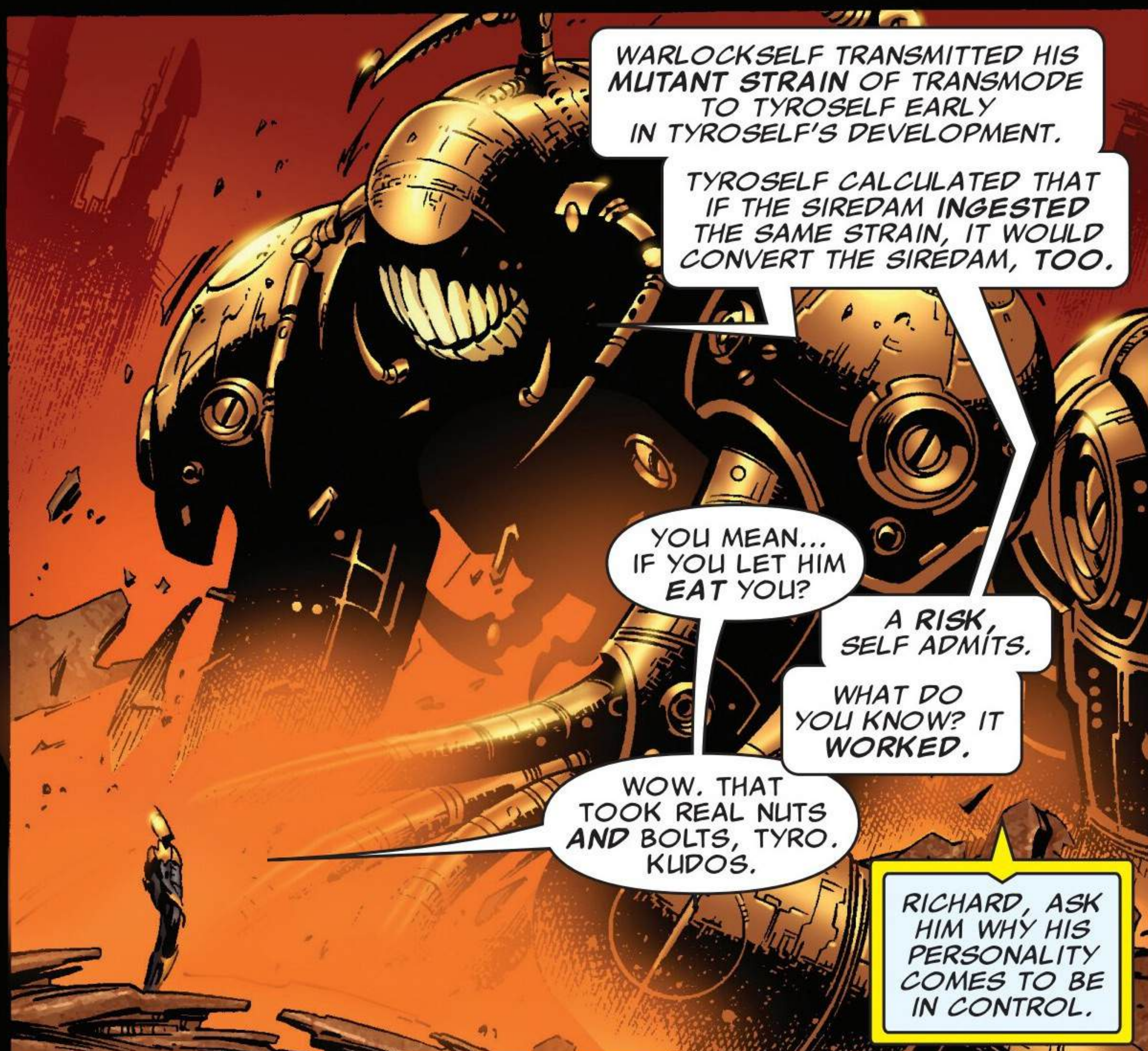
TYRO?

GREETINGS,
MEAT THING.

YOU'RE
IN THERE?

YES. SELF HAS
TAKEN OWNERSHIP
OF THIS FORM.

HOW THE
BLUE BLAZES
DID YOU MANAGE
THAT?



WARLOCKSELF TRANSMITTED HIS
MUTANT STRAIN OF TRANSMODE
TO TYROSELF EARLY
IN TYROSELF'S DEVELOPMENT.

TYROSELF CALCULATED THAT
IF THE SIREMAM INGESTED
THE SAME STRAIN, IT WOULD
CONVERT THE SIREMAM, TOO.

YOU MEAN...
IF YOU LET HIM
EAT YOU?

A RISK,
SELF ADMITS.

WHAT DO
YOU KNOW? IT
WORKED.

WOW. THAT
TOOK REAL NUTS
AND BOLTS, TYRO.
KUDOS.

RICHARD, ASK
HIM WHY HIS
PERSONALITY
COMES TO BE
IN CONTROL.



I WAS JUST
GETTING TO THAT,
WORLDWIND.

ASK HIM
NOW.

ALL RIGHT!
KEEP YOUR SHINY
HAT ON!

TYRO,
HOW--



SELF CAN HEAR
THE WORLDWIND'S
QUESTIONS
WELL ENOUGH,
MEAT THING.

THE SIREMAM'S FERAL
PERSONALITY COULD NOT
COPE WITH THE VIRAL
OVERWRITE. IT PERISHED,
AND TYROSELF FOUND
HIMSELF IN CONTROL.

OF THIS FORM.
OF THIS POWER.



AND OF
THIS SIREMAM'S
IMMENSE RESERVES
OF LIFEFLOW.

**TWENTY-FOUR
MINUTES LATER...**

I
FOUND
HIM.

BRING HIM
TO ME.

YOU'RE
SURE ABOUT
THIS, TYRO?

LIFEGLOW IS LIFEGLOW.
TYROSELF HAS PLENTY
TO SPARE...SELF HOPES.

OH, WARLOCK.
SUCH A PRICE YOU
PAID. SUCH A
LESSON YOU
TAUGHT SELF.

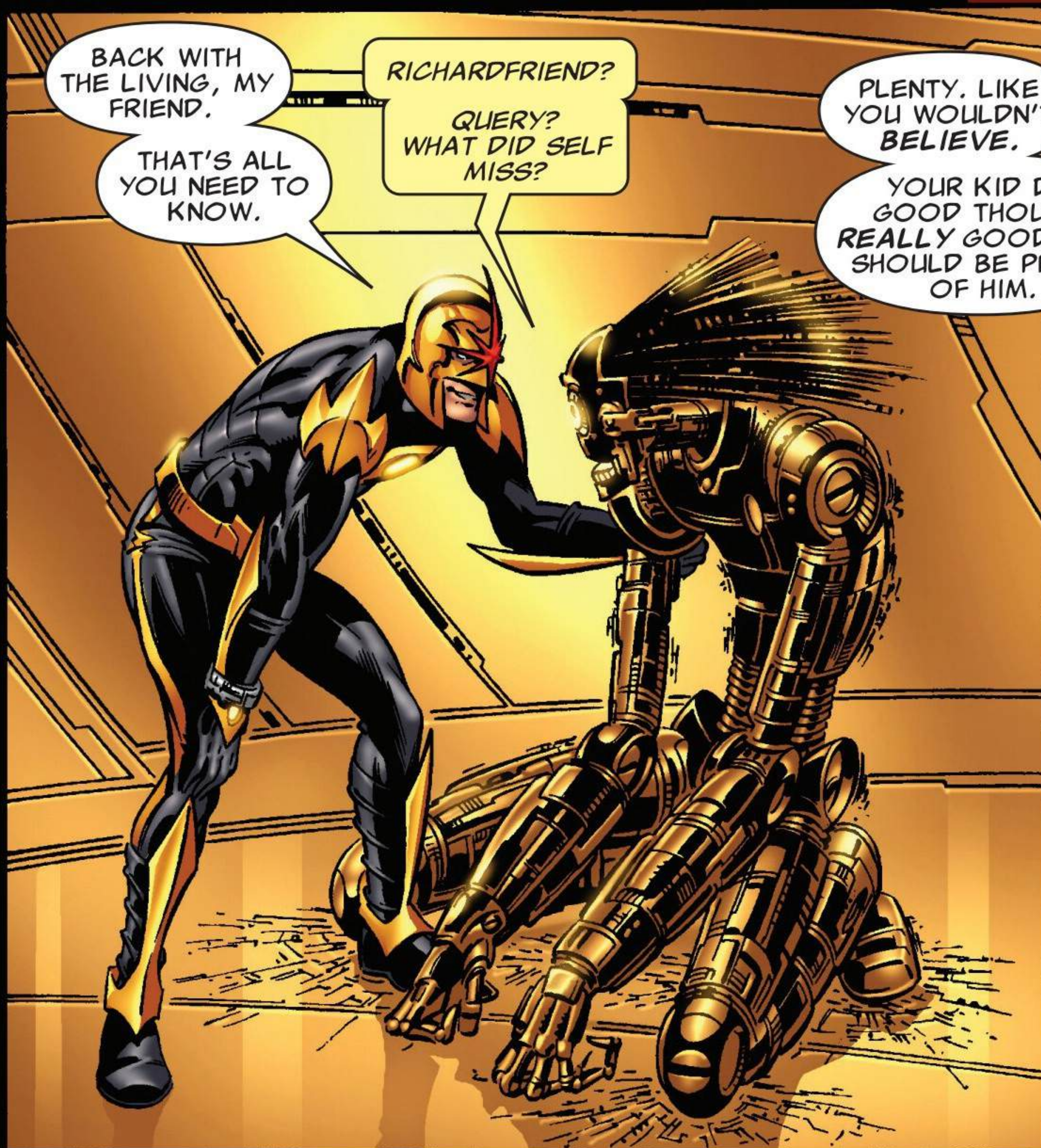
PERHAPS THIS CAN
START TO REPAY THE
DEBT SELF OWES YOU.

QUERY--

HOW--

REQUESTING
DATA AS TO--

WHERE
IS SELF?



BACK WITH THE LIVING, MY FRIEND.

THAT'S ALL YOU NEED TO KNOW.

RICHARDFRIEND?
QUERY?
WHAT DID SELF MISS?

PLENTY. LIKE YOU WOULDN'T BELIEVE.

YOUR KID DID GOOD THOUGH. REALLY GOOD. YOU SHOULD BE PROUD OF HIM.



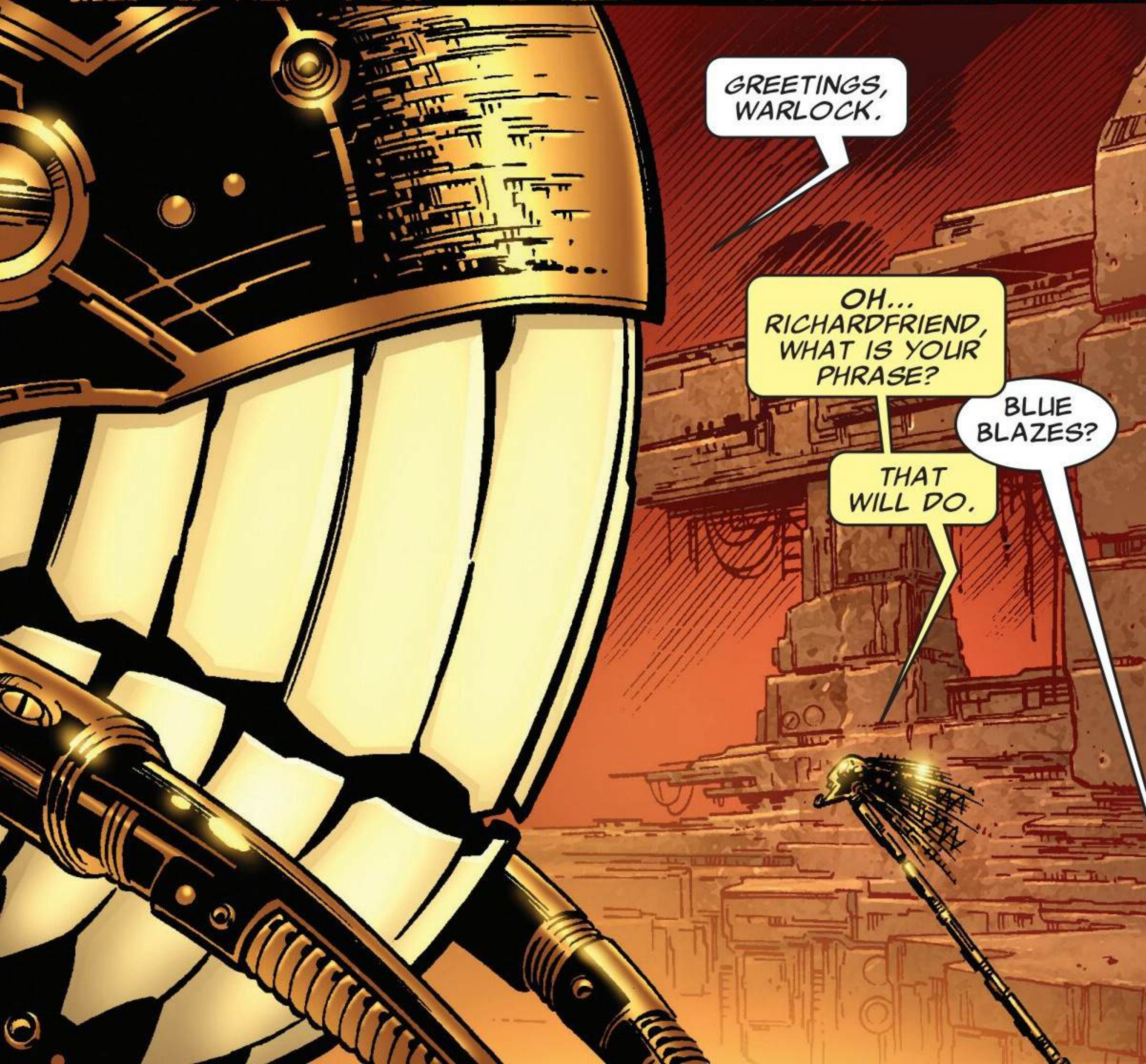
RICHARDFRIEND! WE APPEAR TO BE STANDING IN THE VERY CLUTCHES OF A SIREMAM. IF WE ARE QUICK, WE MIGHT JUST--

TYRO IS HERE? SELF HOPES THE SIREMAM HAS NOT SEEN HIM!



RELAX, WARLOCK. SAY HELLO TO TYRO.

TYRO IS THE SIREMAM.



GREETINGS, WARLOCK.

OH... RICHARDFRIEND, WHAT IS YOUR PHRASE?

BLUE BLAZES?

THAT WILL DO.



TYRO? THIS MEAT THING HAS A REQUEST. SINCE YOU'RE BRIMMING WITH LIFEGLOW...

"...WOULD YOU
HELP MY FRIENDS
TOO?"

"THE BEINGS BOUND
INTO THE SUMMONING
SPIRE? ARE THEY
REALLY YOUR FRIENDS,
MEAT THING?"

"NAH. THEY HATE
MY GUTS. BUT I CAN'T
LET THE PHALANX
TAKE THEM."

"CONSIDER
IT DONE."

~KAFF! KAFF!
KAFF!~



DRAX?
YOU GONNA
KILL ME?

GONNA KILL
EVERYTHING,
MOOD I'M IN.
~KAFF! KAFF!~



NO CHANGE
THERE, THEN.

RIDER, YOU
GOT ME CURED
OF THAT PHALANX
& ^& % \$?

LOOKS
LIKE IT.

THEN
I GUESS...I
OWE YOU.

DON'T
MENTION
IT.

WON'T.
EVER.



HEY DOWN
THERE. YOU
WITH US?

IT'S...IT'S
GONE.



IT'S GONE. OH
DAS'T! WHAT WILL I
DO WITHOUT IT?

EASY, GAMORA.
IT'S A SHOCK, I
KNOW FROM
EXPERIENCE...



THE PHALANX WAS INSIDE ME. NOW IT'S GONE.

I FOUND A CURE, GAMORA. A CURE FOR ALL OF US.

EVERYTHING'S OKAY NOW.

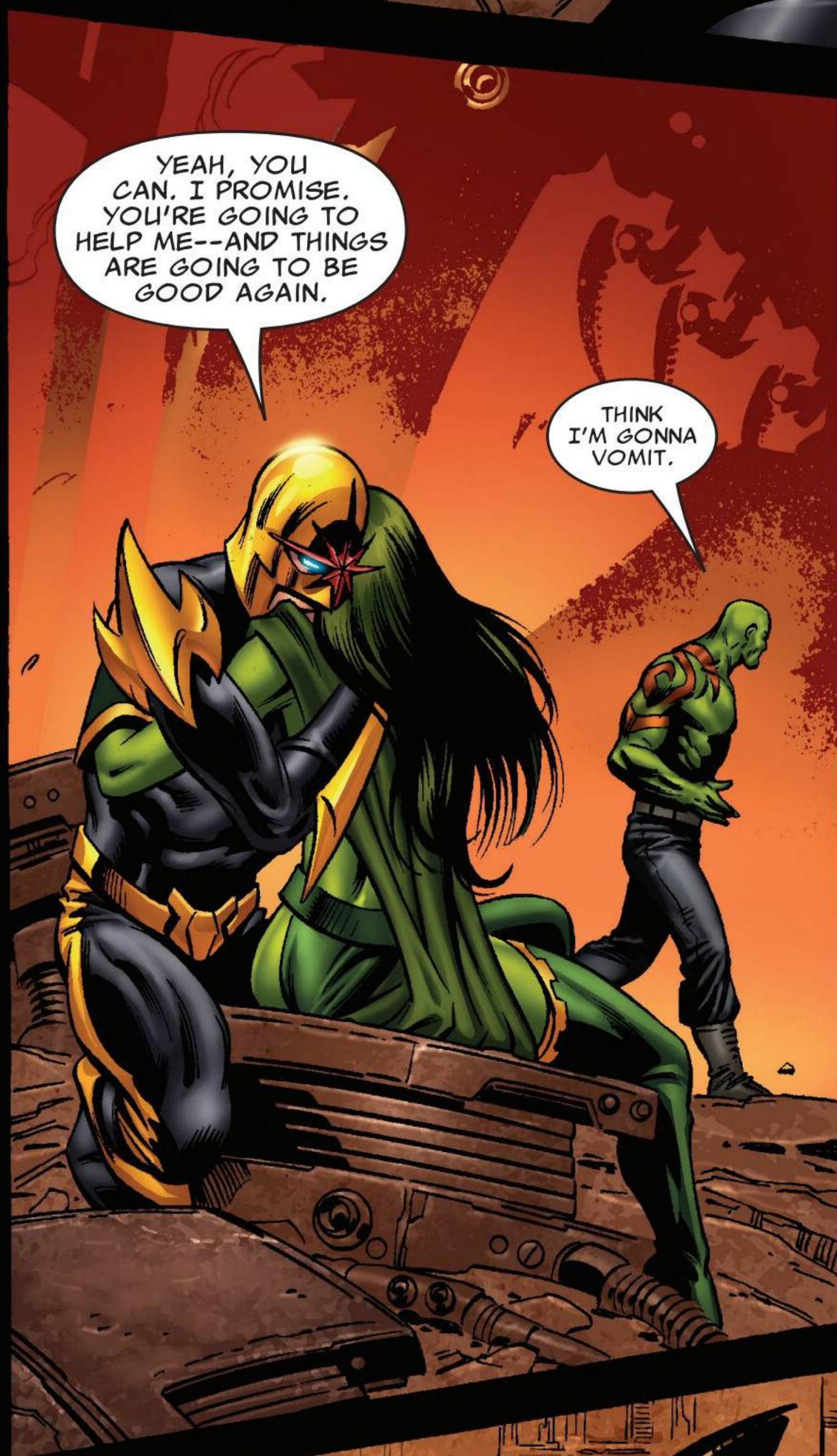


OH, WHY DID YOU DO THAT TO ME, RICHARD-HUMAN?

WHAT...?

SELECTION GAVE ME PURPOSE, A TRUE PURPOSE, FOR THE FIRST TIME EVER. NOW I AM WORTHLESS AGAIN.

WHY DID YOU TAKE IT AWAY? I CANNOT FACE LIFE WITHOUT IT.



YEAH, YOU CAN. I PROMISE. YOU'RE GOING TO HELP ME--AND THINGS ARE GOING TO BE GOOD AGAIN.

THINK I'M GONNA VOMIT.



WHAT THE *DAS'T* IS THIS?

HEY! BUCKET-HAT! GREEN-GIRL! WE GOT COMPANY!



STAND
DOWN, DRAX.
THEY'RE FRIENDS
OF MINE.

SERIOUSLY?
THEY LOOK LIKE
THEY COULD USE SOME
DESTROYING.

IT'S ALL
RIGHT, REALLY.
NO NEED FOR
THAT.

WARLOCK?



YOU SAID SOMETHING
ABOUT A WAR,
RICHARDFRIEND? A
CONQUEST? THE KREE
EMPIRE IMPERILED BY
THE PHALANX?

WARLOCKSELF
REMEMBERS A
CONVERSATION TO
THAT EFFECT.



IF THAT'S
AN OFFER OF HELP,
I'LL TAKE IT.

NOW LET'S GO
BRING THE PHALANX
TO THEIR KNEES.

ANNIHILATION: CONQUEST #1 "NO WAY OUT"



HALA, THE KREE HOMEWORLD...

...MAXIMUM
PHYSICAL IMPACT.
THAT'S WHAT IT
WILL TAKE.

YOUR SHARD
BLASTERS MAY
BE LOW-TECH...



... BUT THEY DO
DAMAGE. LOW-TECH
OR NO-TECH, THAT'S THE
RULE. THE PHALANX
CAN'T GET INTO LOW
TECH.

DOLE OUT
ENOUGH **MASSIVE**
TRAUMA WITH THOSE
THINGS AND YOU
MIGHT JUST KILL
ONE OF THEM.

YES, EVERYTHING
EXCEPT WHO IN THE
RESISTANCE PUT YOU
IN CHARGE OF US,
OFF-WORLDER.

UNDERSTAND?

I RULED AN
ENTIRE PLANET
IN THE NEGATIVE ZONE
AND HELPED STOP THE
ANNIHILATION WAVE,
KREE-BOY. YOU WILL
ADDRESS ME AS **LORD**
BLASTAAR.

AND WHAT YOU
DON'T KNOW, YOU
CAN'T GIVE UP UNDER
INTERROGATION. THAT'S
THE ONLY WAY THE
RESISTANCE CAN
PROTECT ITSELF.

NONE
OF US KNOWS
EVERYTHING.

HNH!
TELEPORT
FLARE!



THEY'VE
TAKEN OUR
BAIT.

GET READY.
THIS IS THE
MOMENT. WHAT
DO YOU SAY?

WE ARE
KREE. WE WILL
PERSEVERE.



I THOUGHT
YOU MIGHT.

SHOW
ME HOW.



AKHHHHH!

STRIKE LIKE
YOU MEAN IT,
KREE-DOGS!

THEY
STOLE YOUR
WHOLE EMPIRE
FROM YOU!



HE GOT
ONE! HE GOT
ONE! IT'S GOING
DOWN!

I TOLD
YOU IT WAS
POSSIBLE!

RELOAD
AND HIT THEM
AGAIN!



THE OTHER
STOMPER'S
ON US! WE--

AIGHH--

GRRAH!
NO! KEEP--



**TH
R
K
S
H**

AGGGGGHHHH!
GET OFF
ME!



K-KRAKK

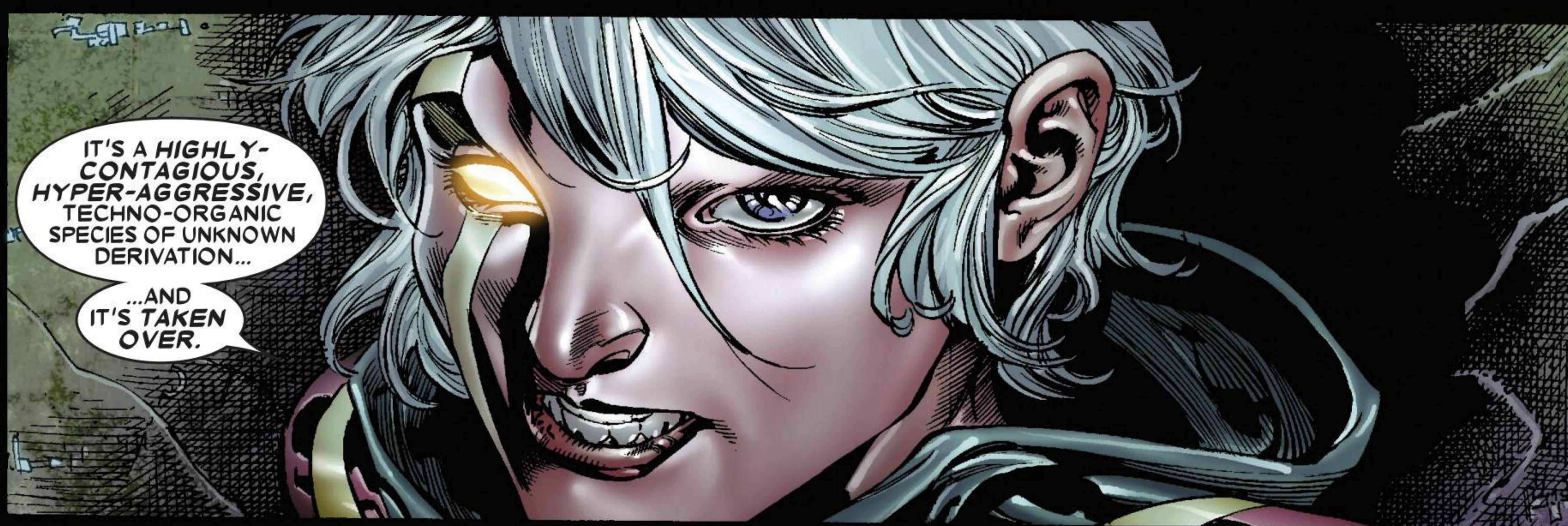
GET OFF
M--

GUU-HKK!



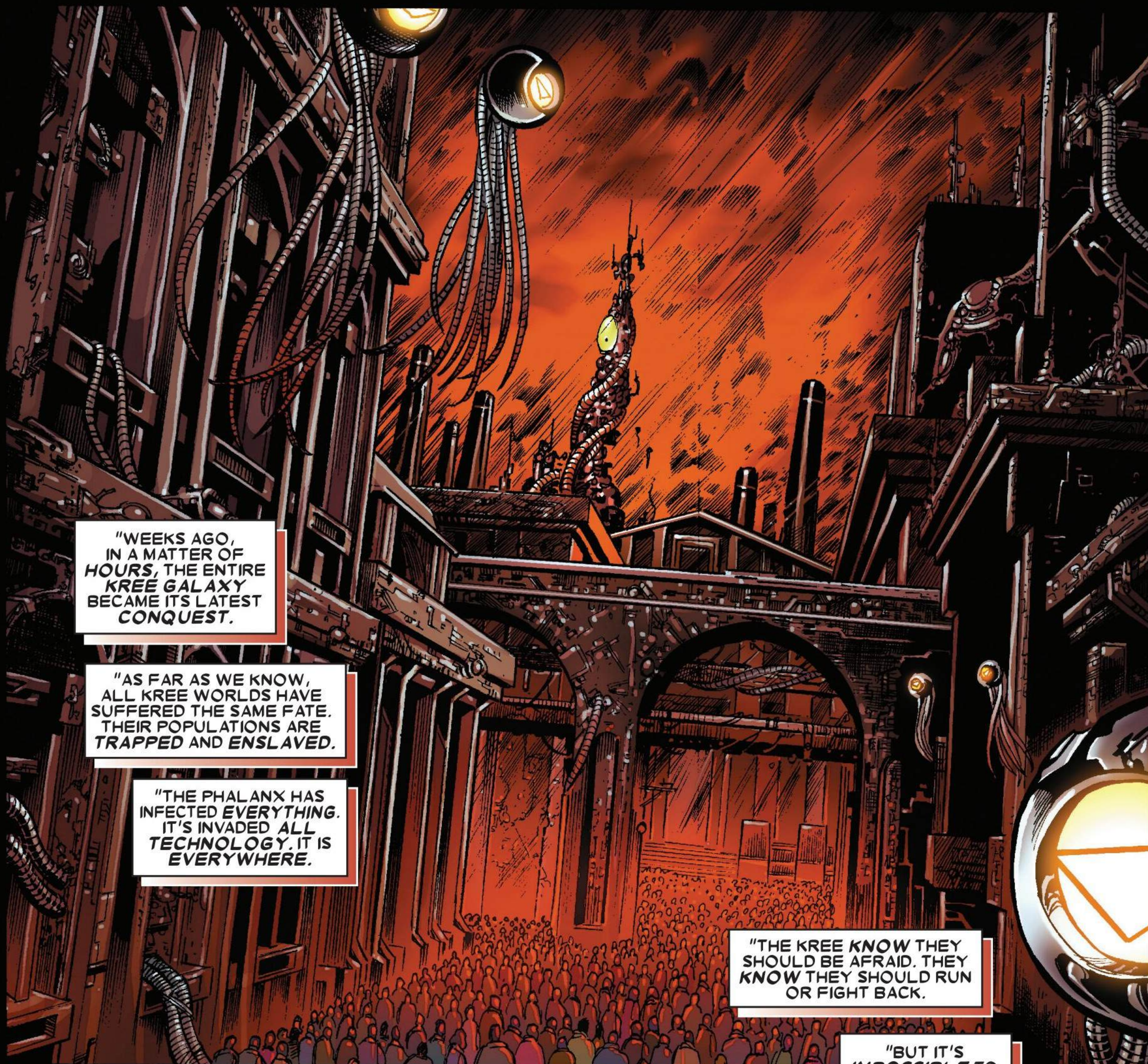
"IT CRUSHES
YOU."

"THE PHALANX
SIMPLY CRUSHES
YOU."



IT'S A HIGHLY-
CONTAGIOUS,
HYPER-AGGRESSIVE,
TECHNO-ORGANIC
SPECIES OF UNKNOWN
DERIVATION...

...AND
IT'S TAKEN
OVER.



"WEEKS AGO,
IN A MATTER OF
HOURS, THE ENTIRE
KREE GALAXY
BECAME ITS LATEST
CONQUEST.

"AS FAR AS WE KNOW,
ALL KREE WORLDS HAVE
SUFFERED THE SAME FATE.
THEIR POPULATIONS ARE
TRAPPED AND ENSLAVED.

"THE PHALANX HAS
INFECTED EVERYTHING.
IT'S INVADED ALL
TECHNOLOGY. IT IS
EVERYWHERE.

"THE KREE KNOW THEY
SHOULD BE AFRAID. THEY
KNOW THEY SHOULD RUN
OR FIGHT BACK.

"BUT IT'S
IMPOSSIBLE TO
RESIST AN ENEMY
THAT HAS INVADED
YOU, TOO.





"THAT'S
WHAT THE
PHALANX
DOES.

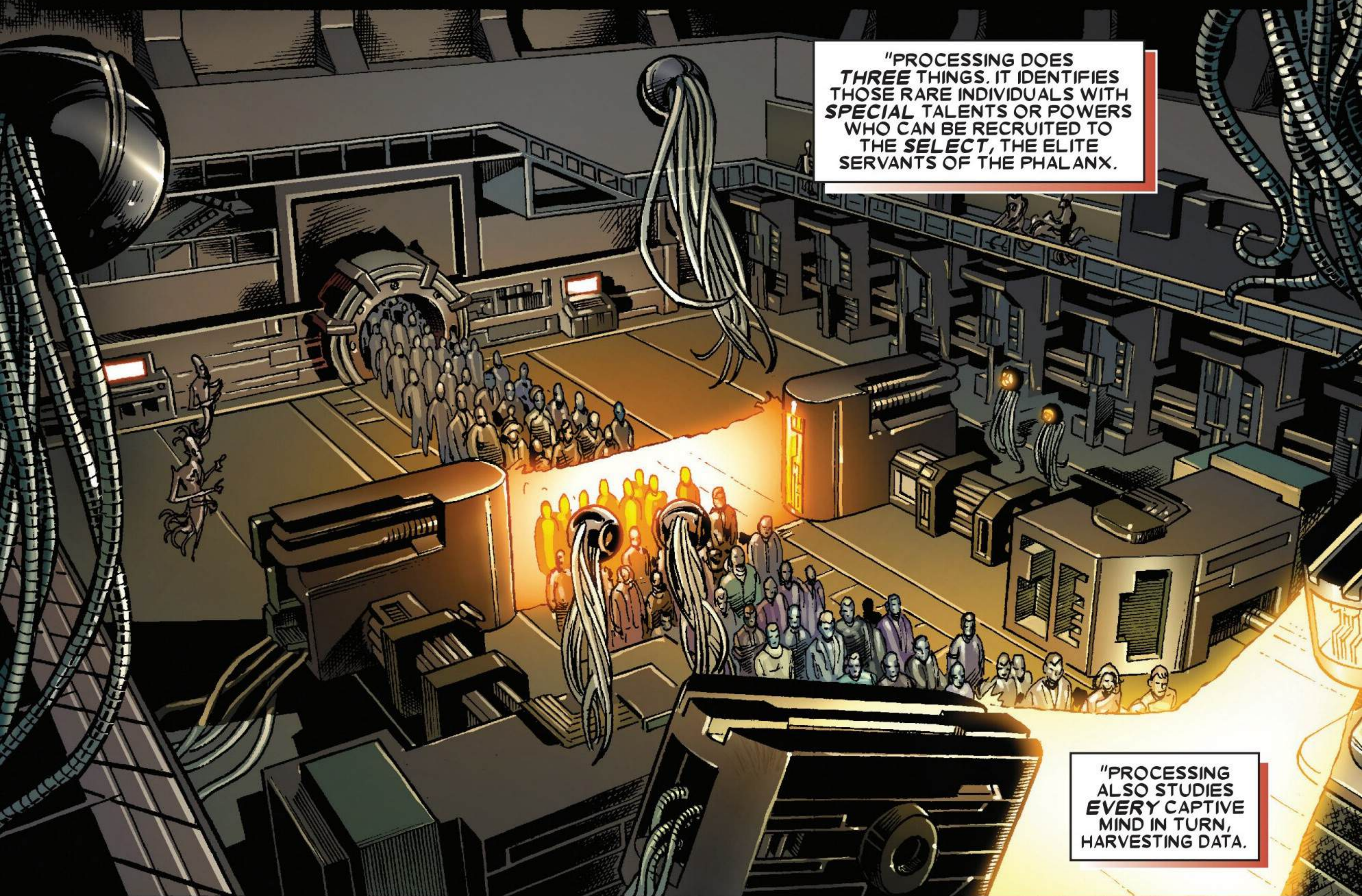
"IT REMOVES
EVERYTHING EXCEPT
OBEDIENCE. IT REMOVES
WILL, LOVE, BONDS OF
FAMILY AND DUTY.

"THE PHALANX
IS **NUMBNESS**.
THE PHALANX IS
SUBMISSION.



"COUNTLESS KREE HAVE
BEEN PUT TO WORK
AS A LABOR FORCE TO
KEEP SOCIETY RUNNING.

"THE REST--
MILLIONS MORE--
ARE BEING
PROCESSED.



"PROCESSING DOES
THREE THINGS. IT IDENTIFIES
THOSE RARE INDIVIDUALS WITH
SPECIAL TALENTS OR POWERS
WHO CAN BE RECRUITED TO
THE **SELECT**, THE ELITE
SERVANTS OF THE PHALANX.

"PROCESSING
ALSO STUDIES
EVERY CAPTIVE
MIND IN TURN,
HARVESTING DATA.



"THE PHALANX ARE
SYSTEMATICALLY
SEARCHING FOR
SOMETHING. FOR WHAT,
WE DON'T KNOW, BUT
THEY ARE **HUNGRY**
FOR KNOWLEDGE.



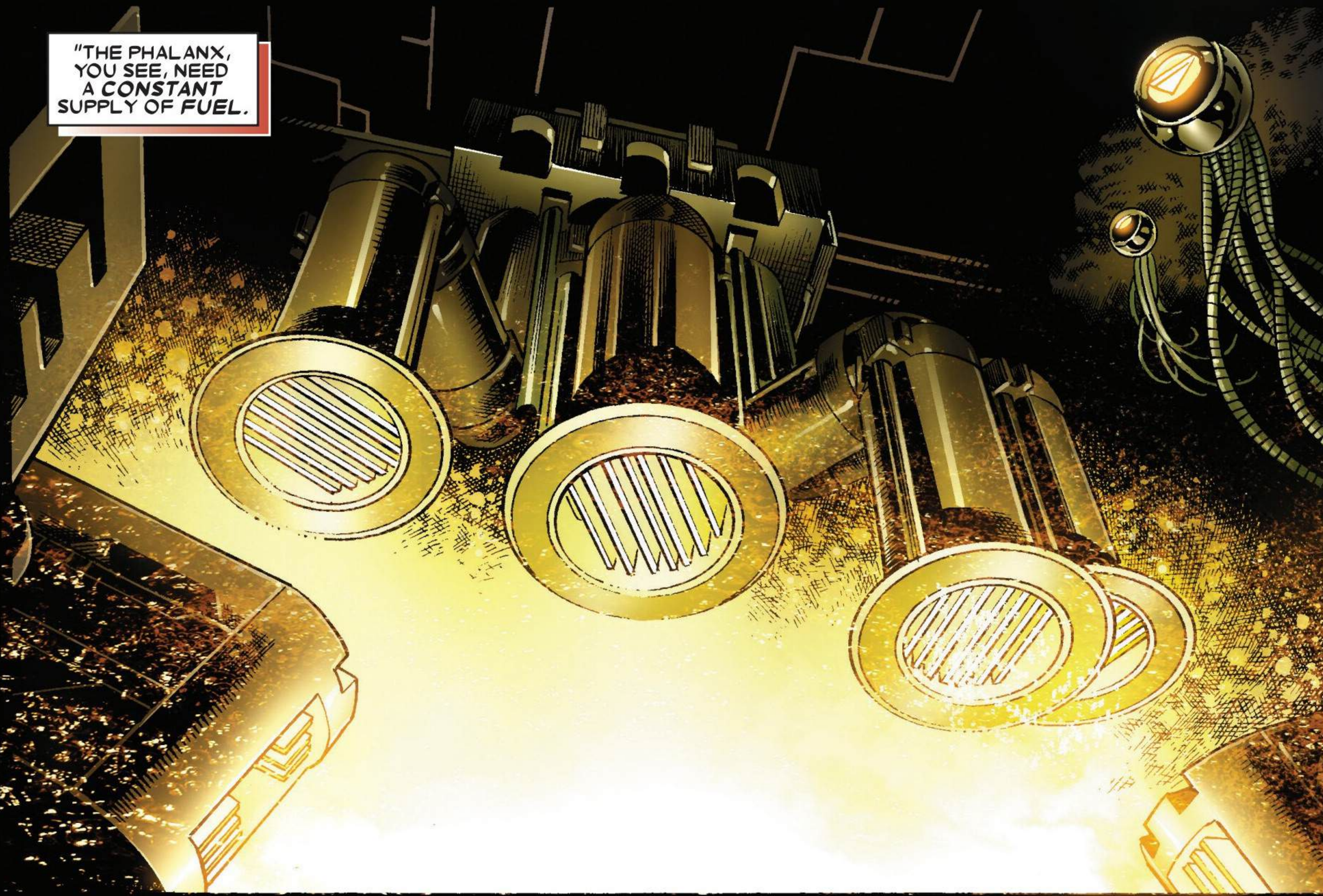
"THE
THIRD THING
PROCESSING
DOES IS..."



"...IT... IT
DISASSEMBLES
ORGANISMS AT
A MOLECULAR
LEVEL."

PLEASE! PLEA--
АДАГНН!

MOMMY!
M--



"THE PHALANX,
YOU SEE, NEED
A CONSTANT
SUPPLY OF FUEL."

"ABOVE ALL, THE PHALANX REQUIRE ENERGY TO POWER THE **BABEL SPIRE** IT HAS CONSTRUCTED ON **HALA**, THE KREE HOMEWORLD.

"THE SPIRE IS GENERATING AN IMPENETRABLE FIELD THAT HAS SURROUNDED THE KREE EMPIRE.

"THERE IS NO WAY IN, AND NO WAY OUT."

TERMA, KREE OUTWORLD...

WE ARE TRAPPED AND OCCUPIED BY HOSTILE INVADERS WHO ARE NOW FEEDING ON US.

I WAS SENT ON A MISSION. I WAS TOLD YOU COULD SAVE US. **BILLIONS** OF LIVES DEPEND ON YOU.

I AM **QUASAR**. THIS IS MY COMPANION, **MOONDRAGON**. WE HAVE JOURNEYED FAR TO FIND YOU.

DO YOU UNDERSTAND WHAT I'VE TOLD YOU?

I RECOGNIZE THOSE NAMES. I KNOW A LOT OF NAMES. BUT I DON'T KNOW YOUR FACES.

I'M SORRY. I DON'T KNOW WHO YOU ARE...





YOU'RE ADAM WARLOCK. YOU LOOK DIFFERENT BUT I'M SURE OF IT.

YOU'RE ADAM WARLOCK.

AM I? THAT NAME'S FAMILIAR, BUT I DON'T KNOW WHY.

PLEASE, WARLOCK, WE--



STOP IT! STOP PLEADING!

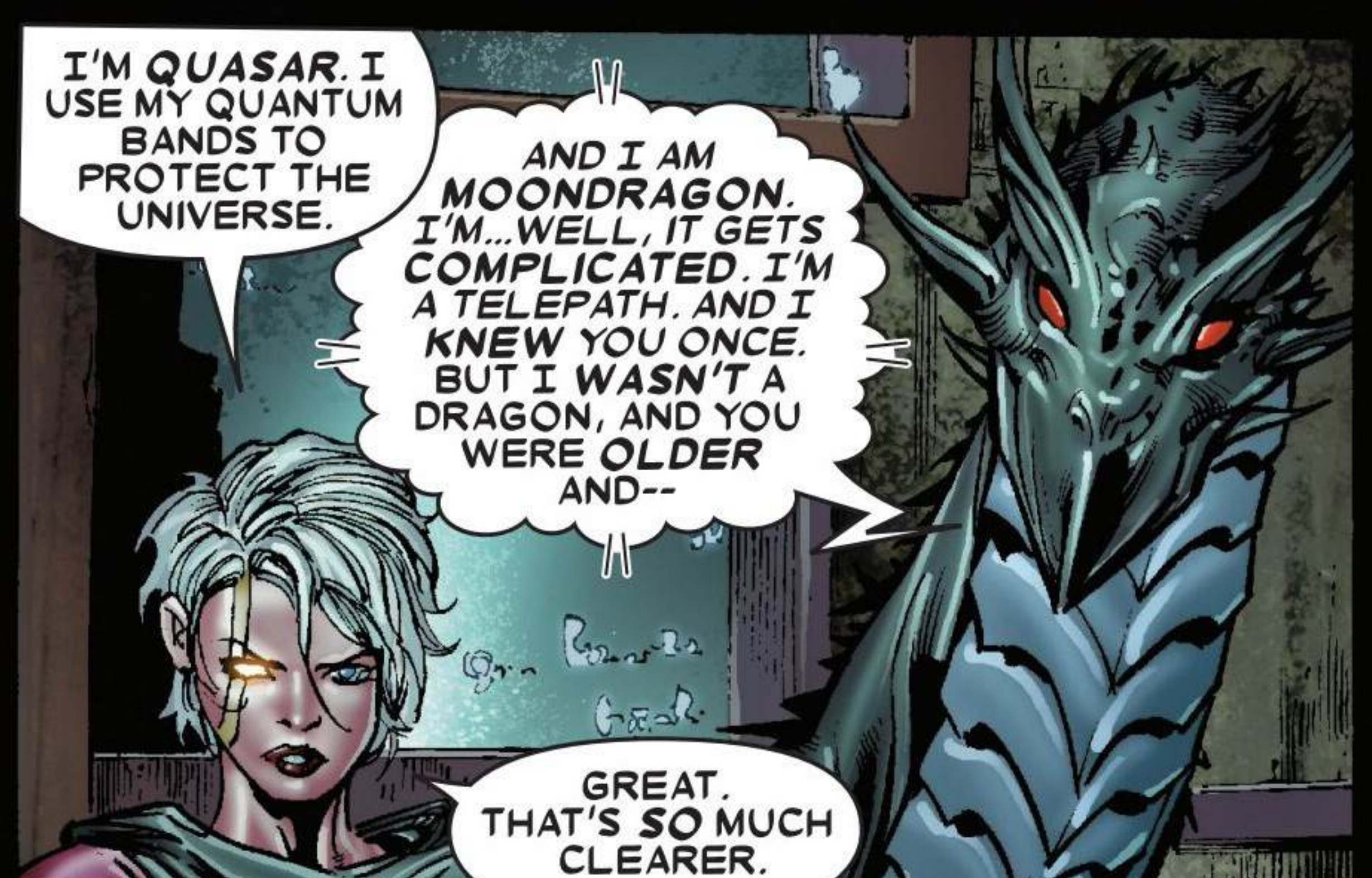
I DON'T UNDERSTAND WHAT YOU'RE TALKING ABOUT, AND I'VE NO IDEA HOW I'M SUPPOSED TO HELP YOU.

WHO DID YOU SAY YOU WERE?



I... THIS ISN'T GOING WELL.

COME ON, PHY, YOU'RE JUST NOT EXPLAINING IT CLEARLY.



I'M QUASAR. I USE MY QUANTUM BANDS TO PROTECT THE UNIVERSE.

AND I AM MOONDRAGON. I'M...WELL, IT GETS COMPLICATED. I'M A TELEPATH. AND I KNEW YOU ONCE. BUT I WASN'T A DRAGON, AND YOU WERE OLDER AND--

GREAT. THAT'S SO MUCH CLEARER.

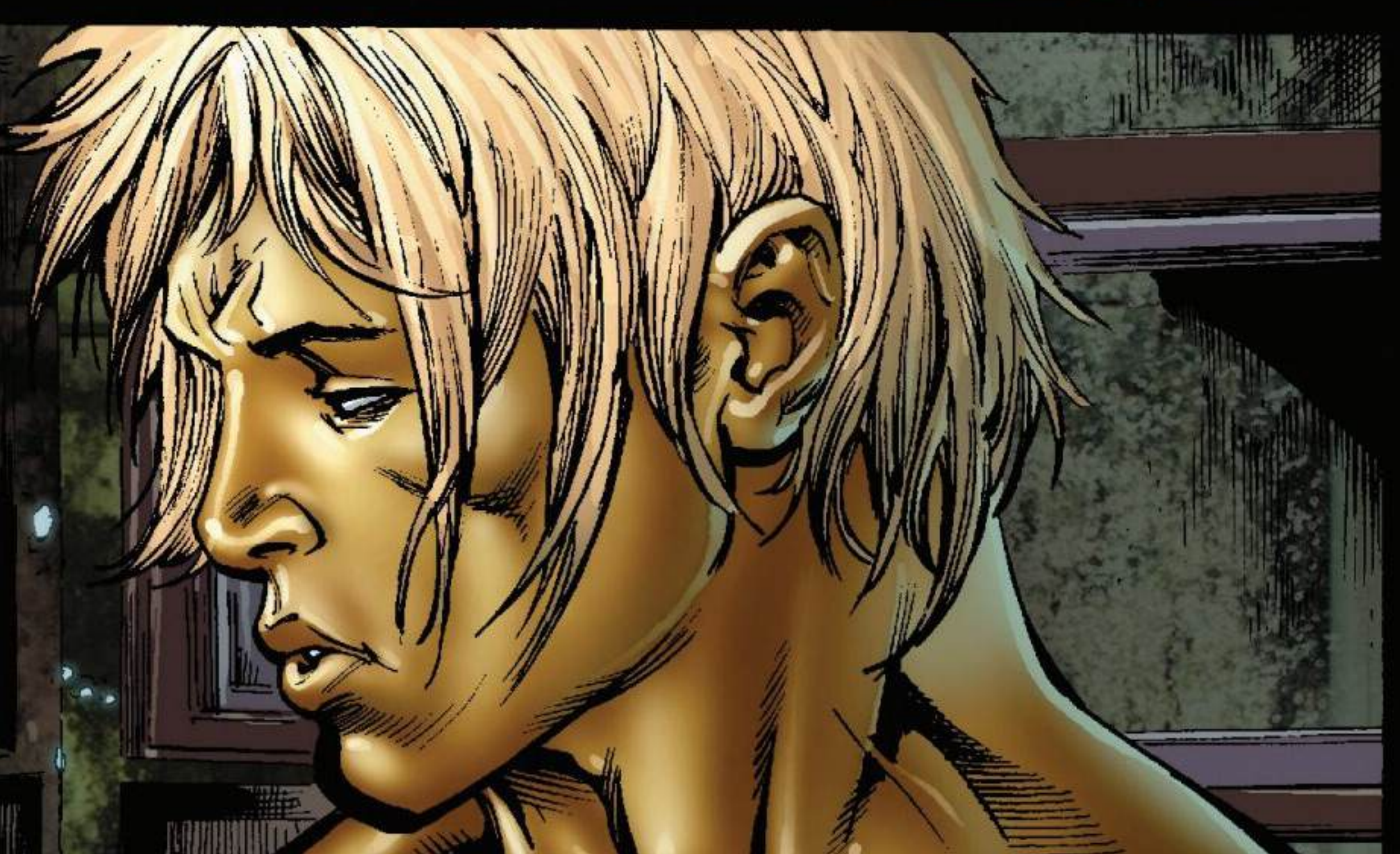


ALL THAT MATTERS IS WE'VE COME TO FIND YOU.

BECAUSE I'M--?

ADAM WARLOCK.

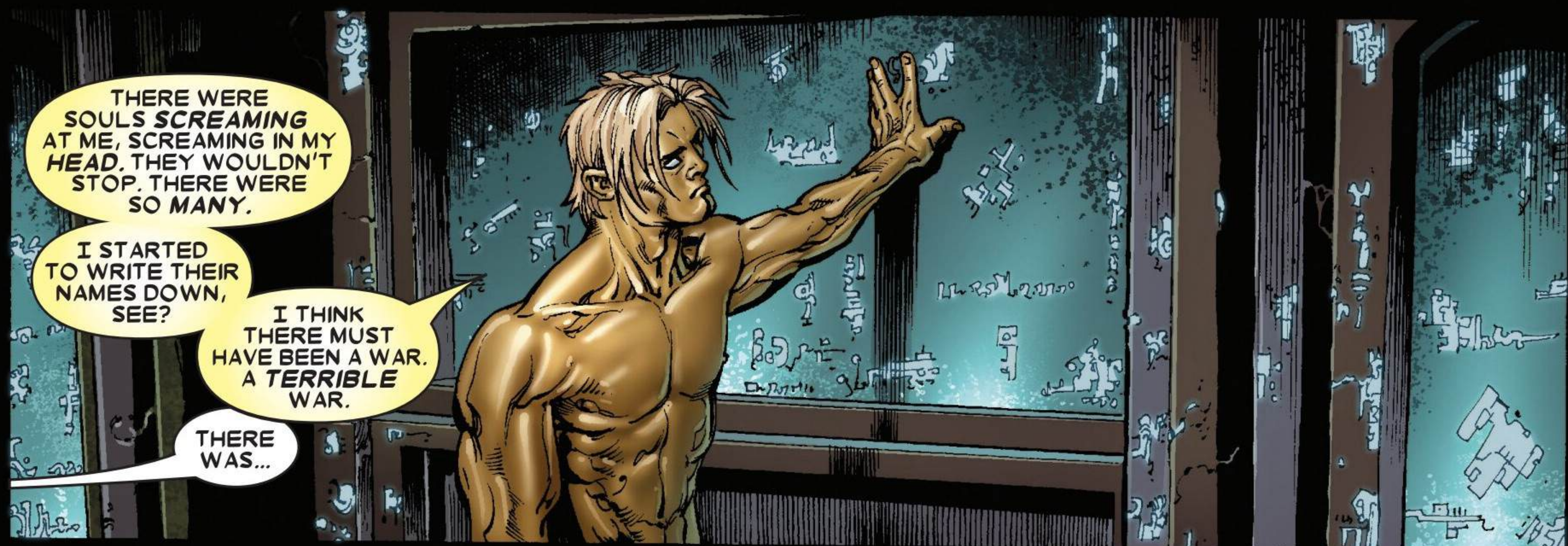
AND WHO IS ADAM WARLOCK?

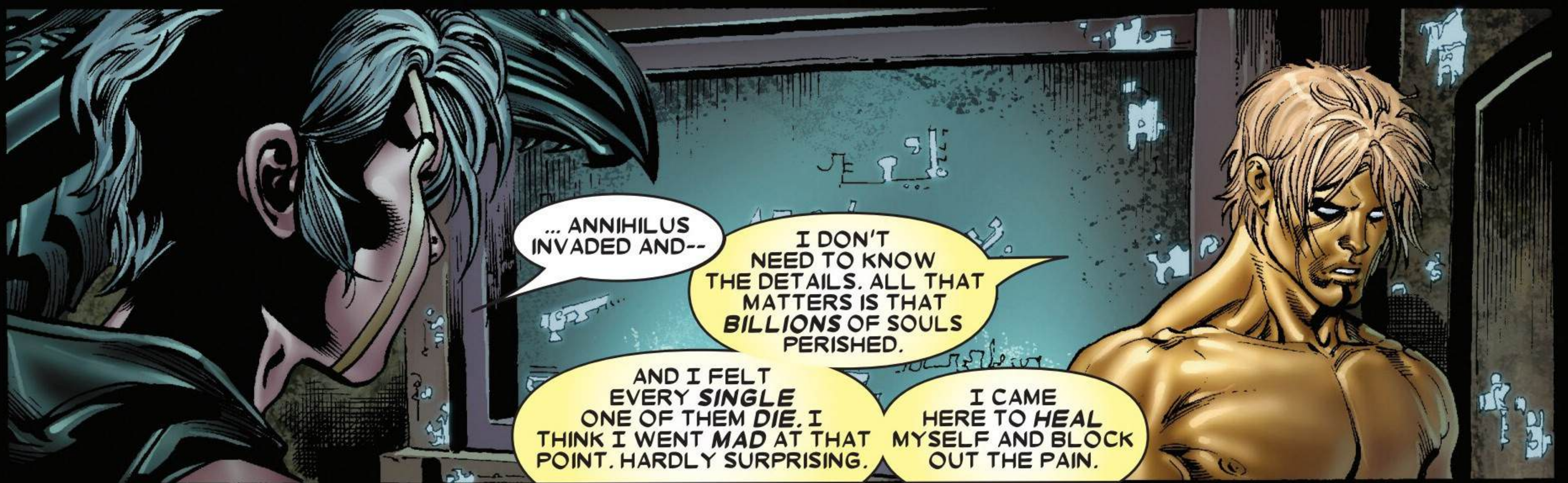


I DON'T KNOW WHAT HE IS NOW, BUT THE WARLOCK I KNEW WAS A HERO, A GUARDIAN OF LIFE.

HE WAS A GENETICALLY PERFECT HUMAN BEING WHO FOUGHT EVIL WHEREVER HE ENCOUNTERED IT.

MMM. SORRY, MEANS NOTHING.





... ANNIHILUS
INVADED AND--

I DON'T
NEED TO KNOW
THE DETAILS. ALL THAT
MATTERS IS THAT
BILLIONS OF SOULS
PERISHED.

AND I FELT
EVERY **SINGLE**
ONE OF THEM **DIE**. I
THINK I WENT **MAD** AT THAT
POINT. HARDLY SURPRISING.

I CAME
HERE TO **HEAL**
MYSELF AND BLOCK
OUT THE PAIN.



AND YOU
WOKE ME UP.
YOU WOKE ME UP
BEFORE I WAS
HEALED.

I WAS
TOLD
THAT YOU
COULD--



WHO TOLD YOU?
WHAT **LIES** DID THEY
TELL YOU?

I WAS
TOLD YOU WERE
THE SAVIOR. THE VOICE WAS
QUITE **SPECIFIC**
ABOUT--

VOICE? YOU
CAME HERE BECAUSE
A **VOICE** TOLD YOU TO?
DID IT CLAIM TO
BE A **GOD**?

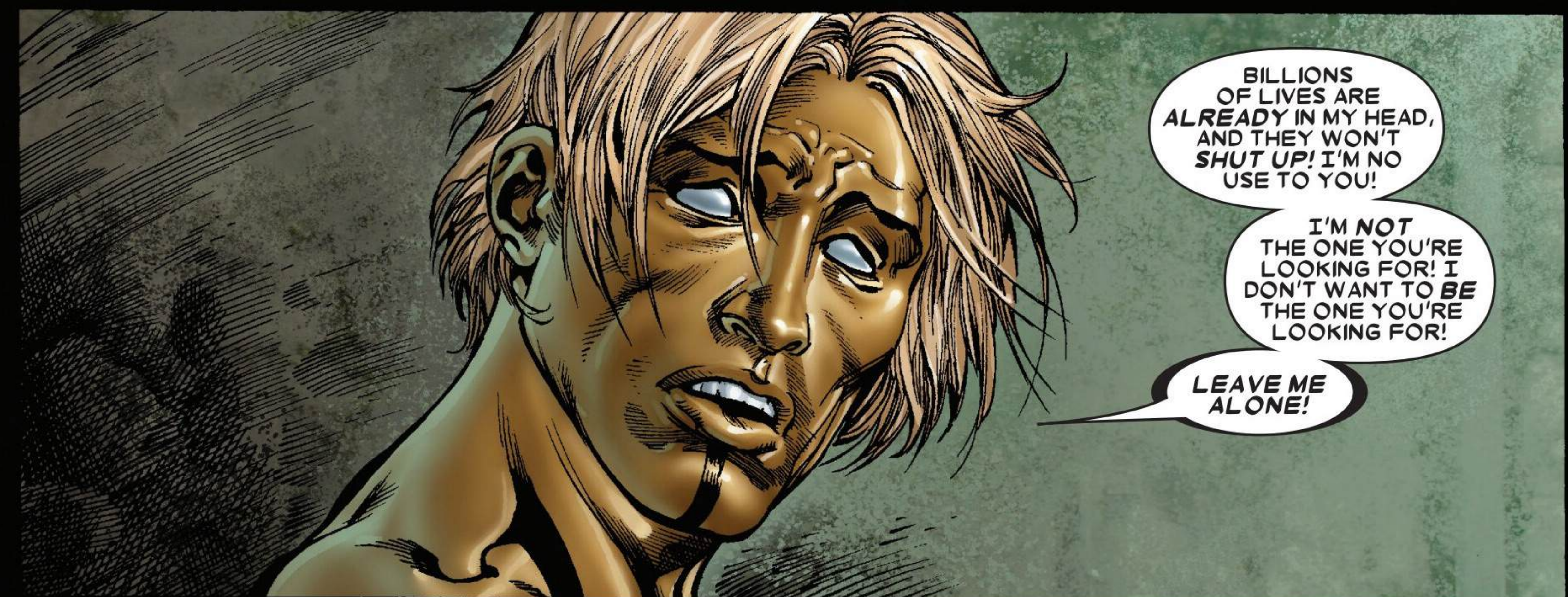
I'LL **BET**
IT DID. THEY
ALWAYS
DO.



YOU'VE BEEN **MISLED**,
QUASAR. AND I'VE
BEEN **DISTURBED**
PREMATURELY.

LET'S LEARN
TO LIVE WITH OUR
DISAPPOINTMENT
AND SAY
GOODBYE.

NO! YOU CAN'T
TURN YOUR BACK ON
US! THE **KREE** NEED YOU.
BILLIONS OF LIVES--



BILLIONS
OF LIVES ARE
ALREADY IN MY HEAD,
AND THEY WON'T
SHUT UP! I'M NO
USE TO YOU!

I'M **NOT**
THE ONE YOU'RE
LOOKING FOR! I
DON'T WANT TO **BE**
THE ONE YOU'RE
LOOKING FOR!

**LEAVE ME
ALONE!**





...THEY ARE.

BZZT

BZZT

TELEPORTATION
SUCCESSFUL.
QUARRY LOCATED.
OUR HUNT
IS OVER.

KILL THE
FEMALE AND THE
ANIMAL. RESTRAIN
THE MALE.



YOU SHOULD
HAVE JOINED
WITH US WHEN YOU
HAD THE CHANCE,
DAUGHTER OF
MAR-VELL.

I REGRET
TO SEE A GREAT
KREE WARRIOR
LIKE YOU, KORATH,
ENDING HIS LIFE AS A
SELECT SLAVE OF
THE ENEMY.



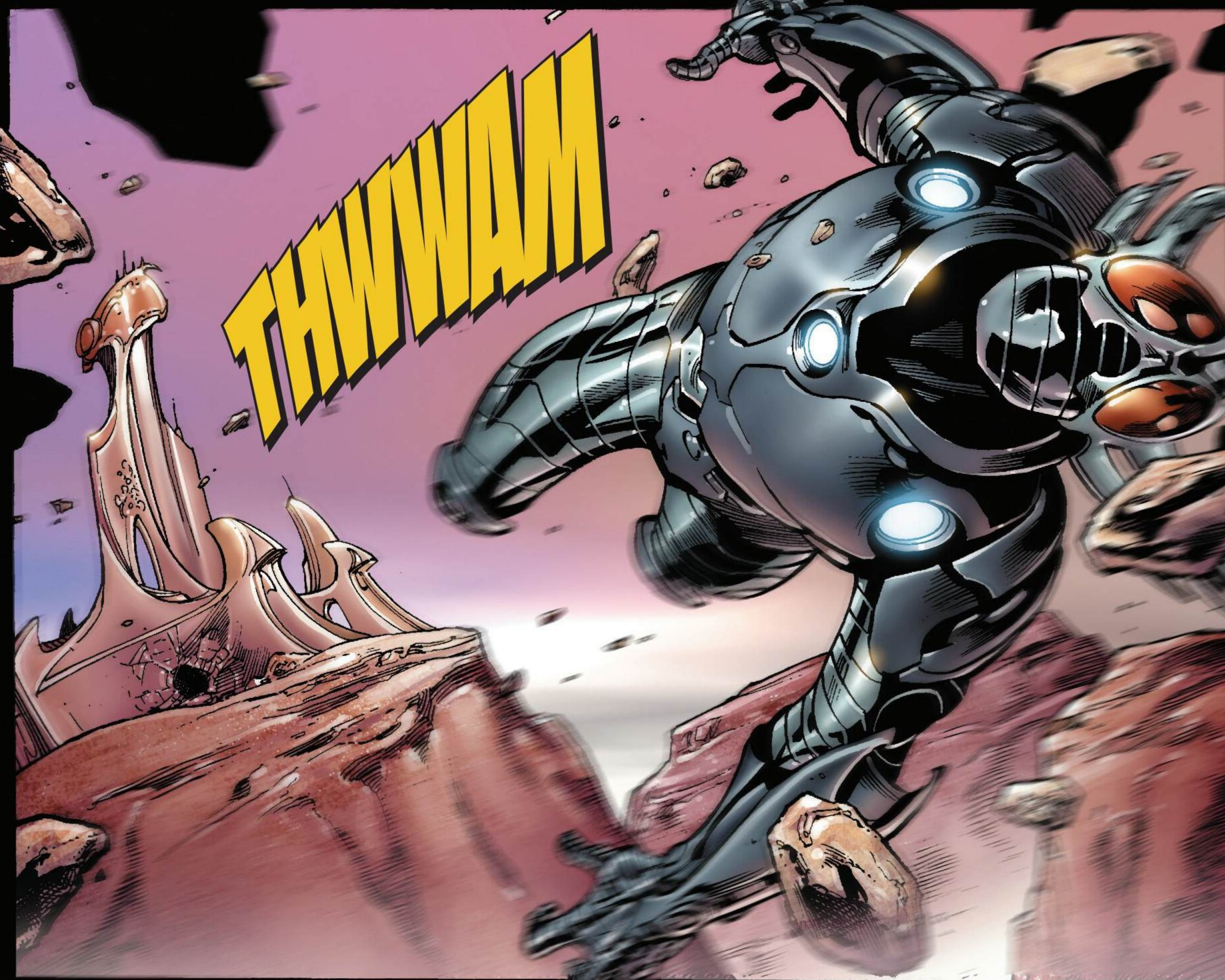
THAT
REGRET,
HOWEVER,
WILL NOT STOP
ME HURTING
YOU.

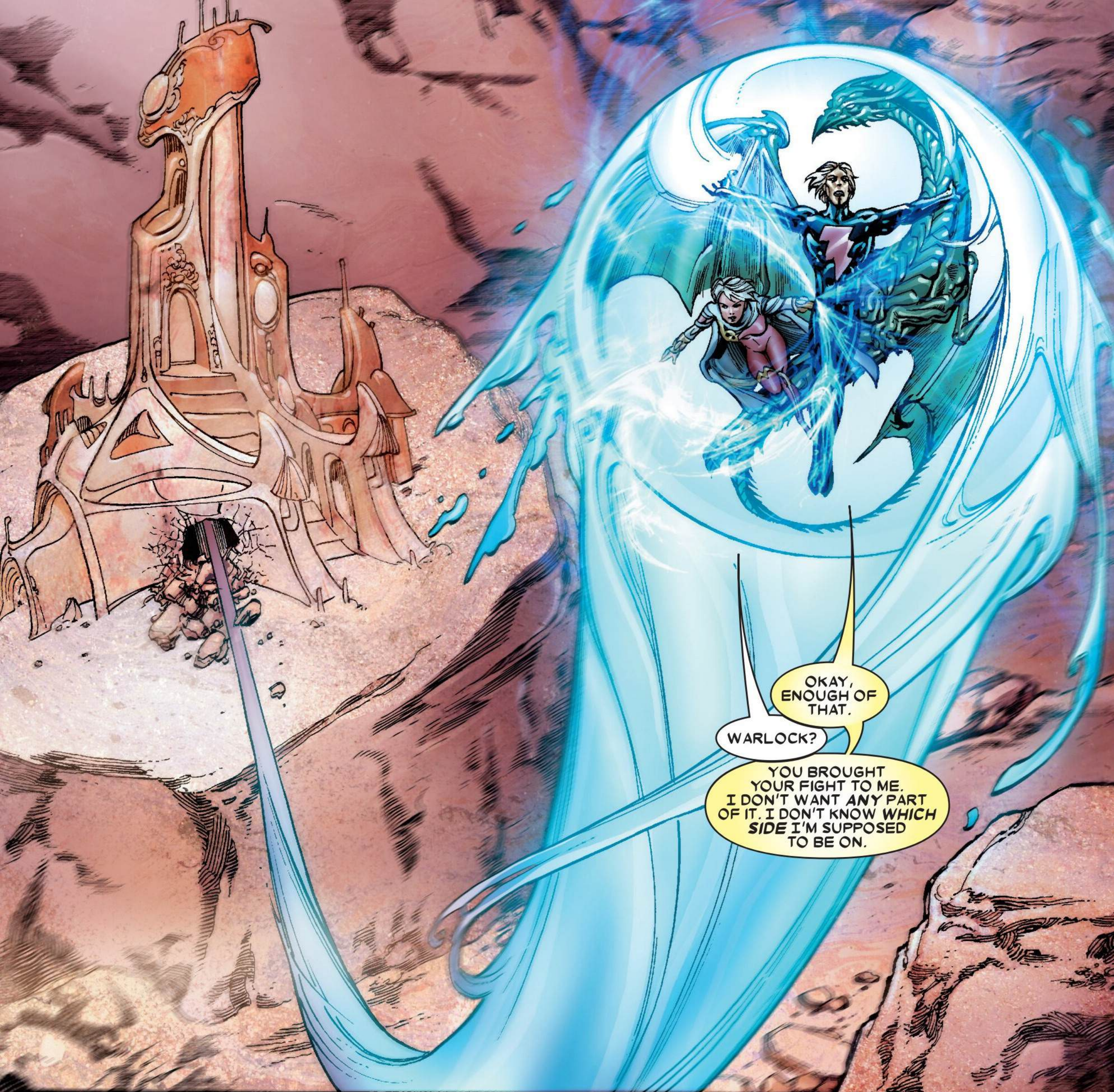
UGHNN!



NHH!
XEMNU...GET
OUT OF MY
HEAD...



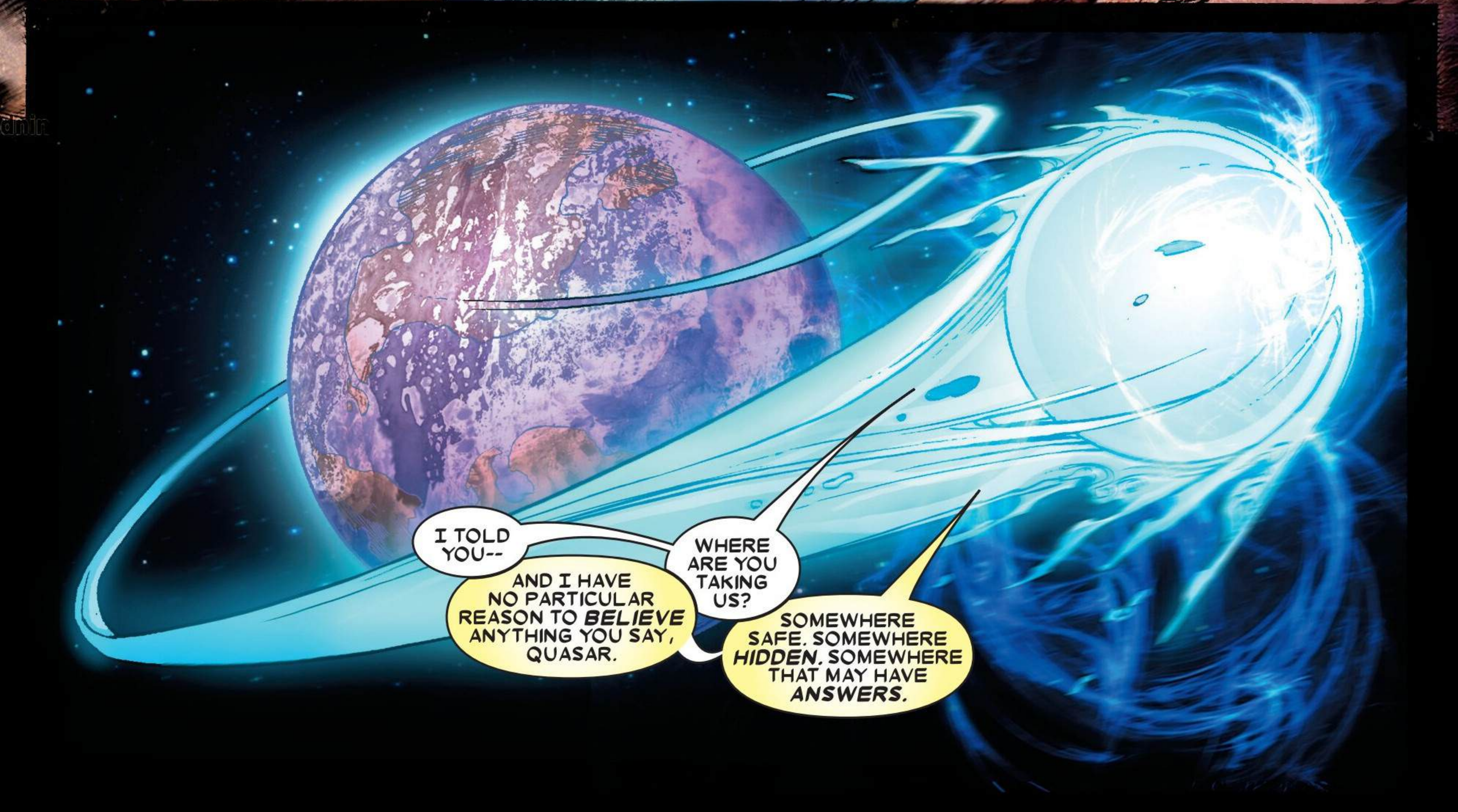




OKAY,
ENOUGH OF
THAT.

WARLOCK?

YOU BROUGHT
YOUR FIGHT TO ME.
I DON'T WANT ANY PART
OF IT. I DON'T KNOW WHICH
SIDE I'M SUPPOSED
TO BE ON.



I TOLD
YOU--

AND I HAVE
NO PARTICULAR
REASON TO **BELIEVE**
ANYTHING YOU SAY,
QUASAR.

WHERE
ARE YOU
TAKING
US?

SOMEWHERE
SAFE. SOMEWHERE
HIDDEN. SOMEWHERE
THAT MAY HAVE
ANSWERS.



ADAM?
WE'RE HEADING
FOR THE LOCAL
SUN.

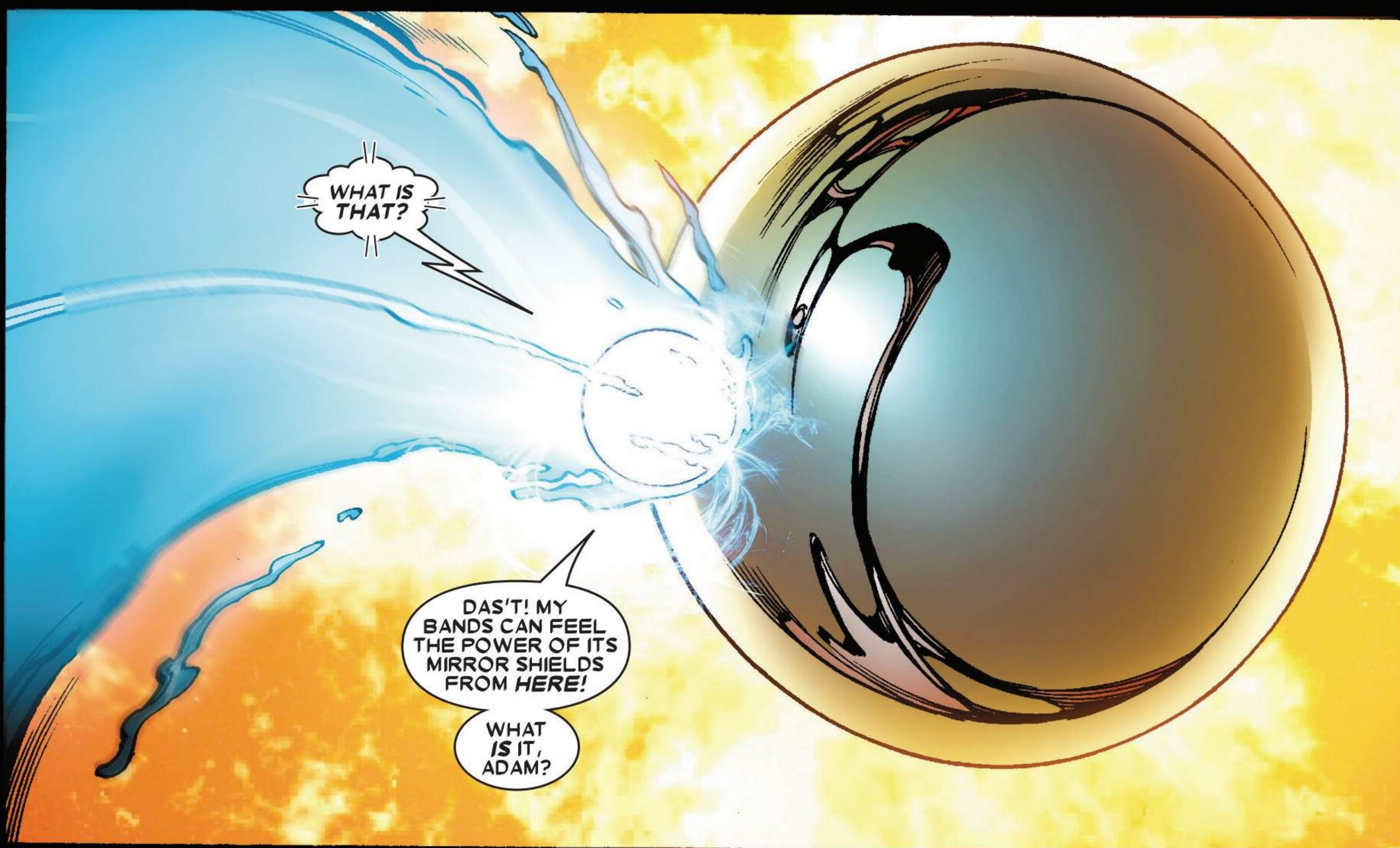
I KNOW,
MOONDRAGON.

ADAM--



ADAM!

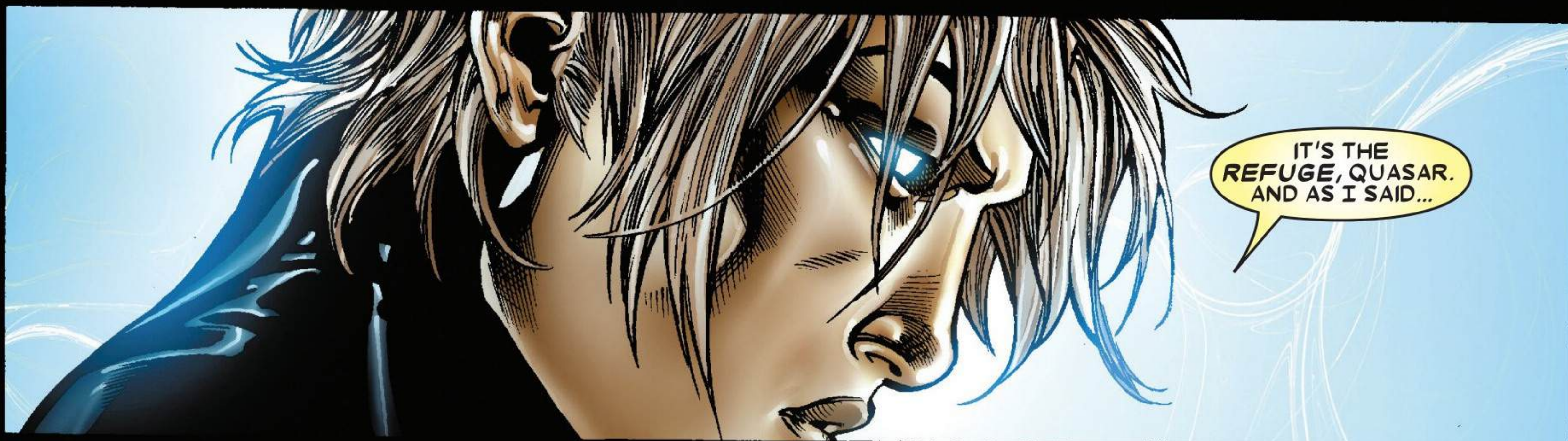
I KNOW
WHAT I'M
DOING.



WHAT IS
THAT?

DAS'T! MY
BANDS CAN FEEL
THE POWER OF ITS
MIRROR SHIELDS
FROM *HERE*!

WHAT
IS IT,
ADAM?



IT'S THE
REFUGE, QUASAR.
AND AS I SAID...

"...I HOPE
TO FIND
HELP THERE."

HELP?
THEY'LL JUST
KILL US.

THE BORDERS OF THE KREE
CEDED TERRITORIES...

SO YOU
KEEP SAYING,
SKRULL. BUT
YOU'RE
WRONG.

AM I REALLY,
RONAN? WE'VE SWORN
TO HELP YOU FIGHT
THESE ROBOTIC
FARKERS.

BUT NOW
YOU'VE BROUGHT US
INTO THE TERRITORY
OF RAVENOUS,
WHO HAPPENS TO
BE YOUR SWORN
ENEMY.

SO WERE
YOU, NOT SO
VERY LONG AGO. WAR
MAKES STRANGE
ALLIES.

MY POINT,
KL'RT, IS THIS--
RAVENOUS MIGHT EVEN
WELCOME US TO
KREE-LAR. THE PHALANX
MUST BE HURTING HIS
PEOPLE AS MUCH
AS OURS.

JUST
SPIT IT
OUT.

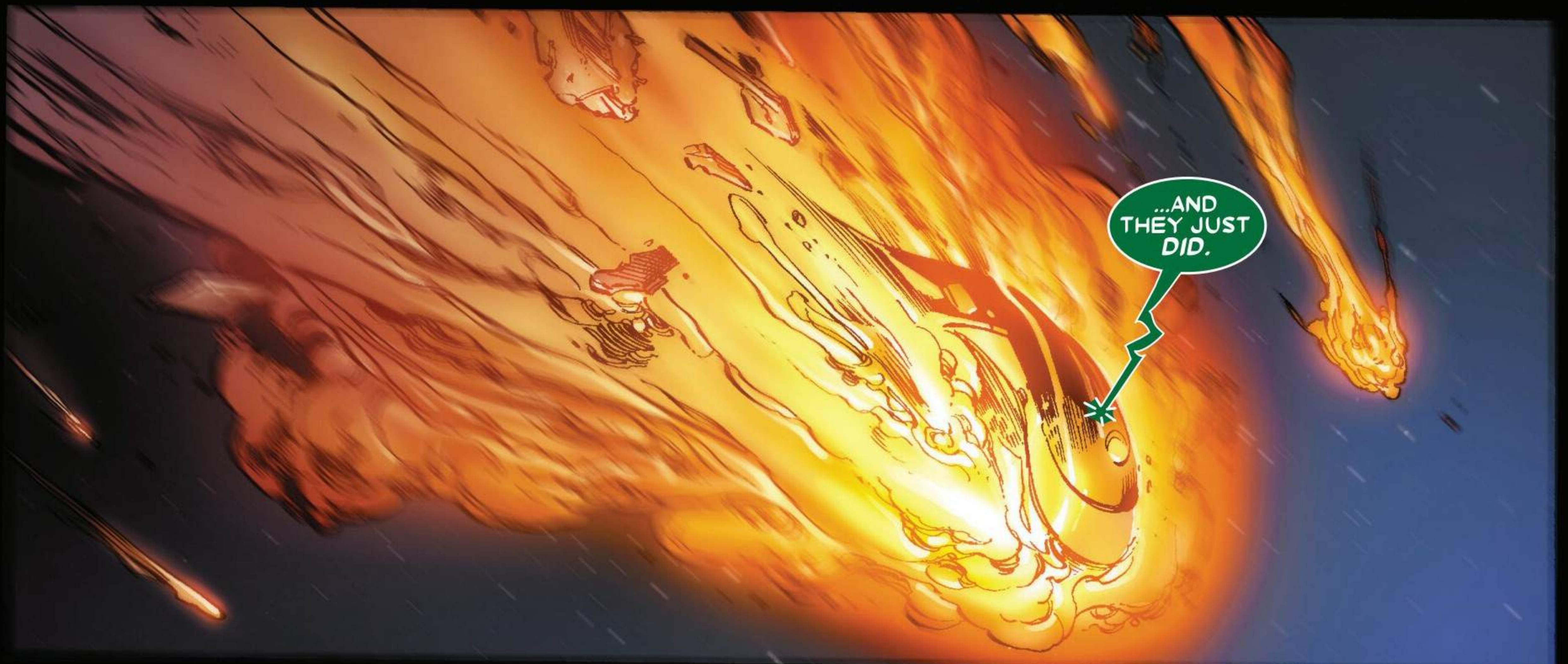
WHAT'S
THE PLAN?

I'LL TELL
YOU WHEN YOU
NEED TO KNOW,
WRAITH. THE ENEMY
CANNOT RIP FROM
YOUR MIND SECRETS
THAT AREN'T
THERE.

I AM
ASKING ALL
OF YOU
TO TRUST
ME.

I AM...WAS...
THE LORD OF
THE KREE. MY RACE
WAS CONQUERED AND
ENSLAVED AND
I... I COULD
NOT...

I FAILED.



THE HEART OF
TERMINA'S STAR...

WARLOCK?
WE'RE GOING
TO HIT IT. WE'RE
GOING TO
COLLIDE--

NO...
WE'RE
NOT.

OH
MY--

YES,
QUASAR, IT
NEVER FAILS TO
IMPRESS ME,
EITHER.

YOU'VE
BEEN HERE
BEFORE, WARLOCK?
OF COURSE
YOU HAVE.

I SEE
PEOPLE DOWN
THERE. ARE THEY
PEOPLE?

YES, QUASAR,
IN A MANNER OF
SPEAKING.





YES, HIGH
EVOLUTIONARY.
I HAVE.

HALA,
THE PHALANK
COMMAND CENTER...

SELECT
KORATH, PHASING IN
FROM THE OUTWORLD
TERMA.

REPORT,
MY CHILDREN.

I AM HAPPY TO DECLARE
THE SEARCH CONCLUDED.
WE HAVE LOCATED
THE SUBJECT.

AT
LAST.

WE ENGAGED
HIM AND HE
FLED, BUT WE
WERE ABLE TO
TRACK HIM.

TO WHAT
LOCATION?

AS FAR AS
OUR SCANS COULD
DETERMINE, THE SUBJECT IS
CONCEALED INSIDE THE
HELIOSPHERE OF TERMA'S
LOCAL SUN.

GOOD, BUT BY
YOUR OWN ADMISSION,
SELECT KORATH,
YOU FAILED TO
CAPTURE HIM.

I--
АААААААА!

FAILURE IS
UNACCEPTABLE.

SELECT XEMNU,
SELECT SHATTERAX...
LEARN FROM KORATH'S
ERROR. THE PHALANK WILL
NOT TOLERATE FAILURE.
I WILL NOT TOLERATE
FAILURE!

I SEE IT IS TIME FOR ME
TO TAKE A PHYSICAL FORM
AGAIN. I NEED TO DEAL WITH
THIS WARLOCK PERSONALLY,
ON BEHALF OF THE ENTIRE
PHALANK.



FOR I AM
THE PHALANX,
AND THE PHALANX
IS MY WILL MADE
FLESH.

AND WITH THE
WARLOCK AT MY
SIDE, THE KREE
EMPIRE WILL BE
BUT THE FIRST
TO FALL TO ME.

YES, GREAT
ULTRON.

ANNIHILATION: CONQUEST #2 "TOGETHER ALONE"



**THE BABEL SPIRE, HALA,
THE KREE HOMEWORLD...**

DIVULGE THE
WHEREABOUTS
AND COMPOSITION
OF THE
INSURGENCY.

YOU WERE
APPREHENDED
WHILE OPERATING
AS PART OF A
TERRORIST
CELL.

DIVULGE THE
WHEREABOUTS
AND COMPOSITION
OF THE
INSURGENCY.

UHHN...
WELL, I
HAVE TWO
THINGS TO SHARE
WITH YOU...



ONE...IF
YOU THINK I'M
GOING TO DIVULGE
ANYTHING
VOLUNTARILY,
YOU'RE OUT OF
YOUR DAST
MIND.

TWO...
I DON'T KNOW
ANYTHING.



RESPONSE
UNACCEPTABLE,
SPECIMEN BLASTAAR.
INTENSIFY COERCION
PROBES.

GNNNAHH!

DO NOT
ATTEMPT TO DENY
THAT YOU ARE PART
OF THE TERRORIST
INSURGENCY AGAINST
YOUR PHALANX
RULERS.

YOU WERE
APPREHENDED
WHILE OPERATING
AS PART OF A
TERRORIST
CELL.

DIVULGE
THE
WHEREABOUTS
AND COMPOSITION
OF THE
INSURGENCY.



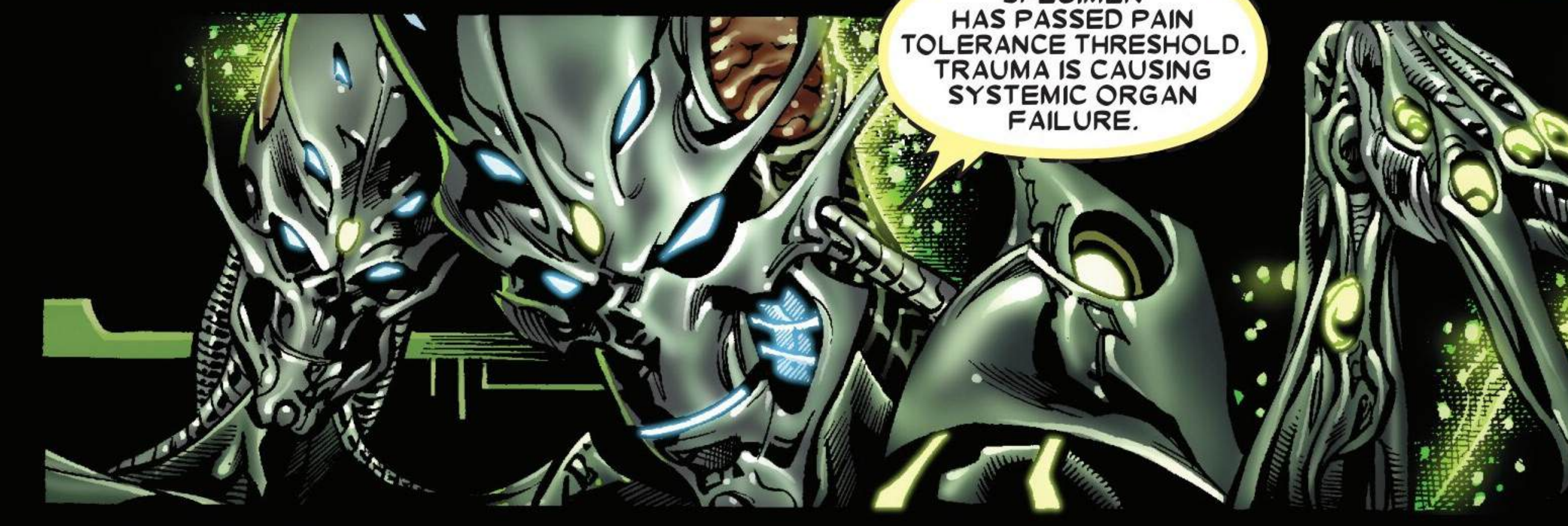
YOU DON'T
UNDERSTAND.
I DON'T
KNOW.

I DON'T
KNOW ANYTHING
ABOUT ITS COMPOSITION
OR WHEREABOUTS.
WE WORK IN CELLS,
SO NO ONE KNOWS
TOO MUCH.

I DON'T
EVEN KNOW
WHO I GET MY
INSTRUCTIONS
FROM. I--

RESPONSE
UNACCEPTABLE.
INTENSIFY
COERCION
PROBES.

EAARRRGHHHH!



SPECIMEN
HAS PASSED PAIN
TOLERANCE THRESHOLD.
TRAUMA IS CAUSING
SYSTEMIC ORGAN
FAILURE.



STIMULATE
ORGANIC FUNCTION.
MAINTAIN SPECIMEN'S
VITALITY FOR FURTHER
QUESTIONING.

ATTEMPTING.
NEGATIVE
RESPONSE.

ATTEMPTING.
NEGATIVE
RESPONSE.



**THE REFUGE,
IN THE HELIOSPHERE
OF AN OUTWORLD STAR...**

YOU HAVE
RETURNED TO ME
FAR SOONER THAN
I HAD EXPECTED,
ADAM WARLOCK.

ARE
YOU STILL
SUFFERING,
MY SON? STILL
HAUNTED BY
THE VOICES OF
THE DEAD?

I THOUGHT
IT WOULD TAKE
CONSIDERABLY LONGER
FOR YOU TO
REGENERATE FROM THE
EMPATHIC TRAUMA
OF WAR.

INDEED?
HOW SO?

FATHER,
I--

WARLOCK
IS HERE BECAUSE
WE WOKE HIM
PREMATURELY.

THE
KREE NEED
HIM.

PLEASE
BE CAREFUL,
PHY! THAT'S
THE--

I KNOW
WHO IT IS,
HEATHER.

WELL, YOUR
QUANTUM
POWERS
ARE BADLY
DRAINED...

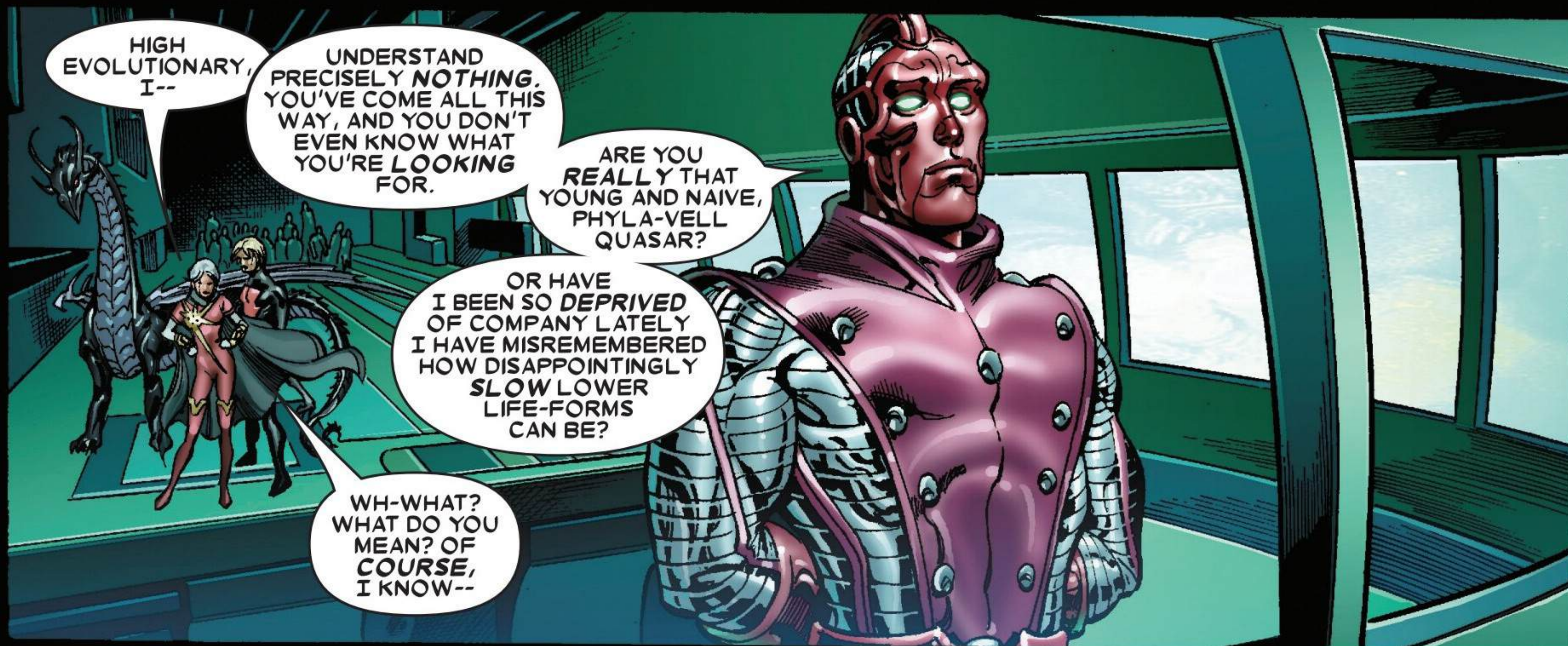
ARE YOU
SAYING I
COULDN'T
TAKE HIM IF I
WANTED TO?

NOT EVEN IF
YOU WERE FULLY
CHARGED. THE
HIGH EVOLUTIONARY
HAS GONE UP AGAINST
EVERYONE FROM THE
FANTASTIC FOUR TO
THE AVENGERS.
HE'S--

JUST
ANOTHER
OBSTACLE IN
MY PATH.

YOU'RE
IMPOSSIBLE
SOMETIMES!

THAT'S
WHY I'M THE
ONLY GIRL
FOR YOU.



HIGH
EVOLUTIONARY,
I--

UNDERSTAND
PRECISELY **NOTHING**.
YOU'VE COME ALL THIS
WAY, AND YOU DON'T
EVEN KNOW WHAT
YOU'RE **LOOKING**
FOR.

ARE YOU
REALLY THAT
YOUNG AND NAIVE,
PHYLA-VELL
QUASAR?

OR HAVE
I BEEN SO **DEPRIVED**
OF COMPANY LATELY
I HAVE MISREMEMBERED
HOW DISAPPOINTINGLY
SLOW LOWER
LIFE-FORMS
CAN BE?

WH-WHAT?
WHAT DO YOU
MEAN? OF
COURSE,
I KNOW--

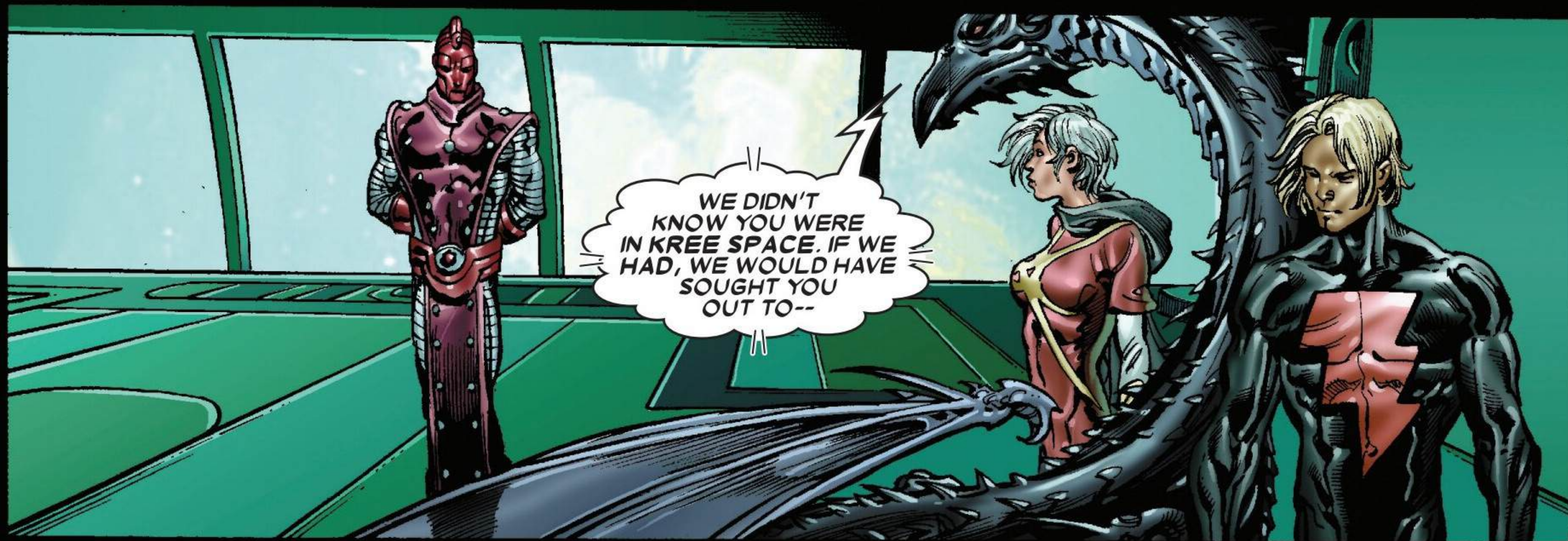


PRECISELY
NOTHING.

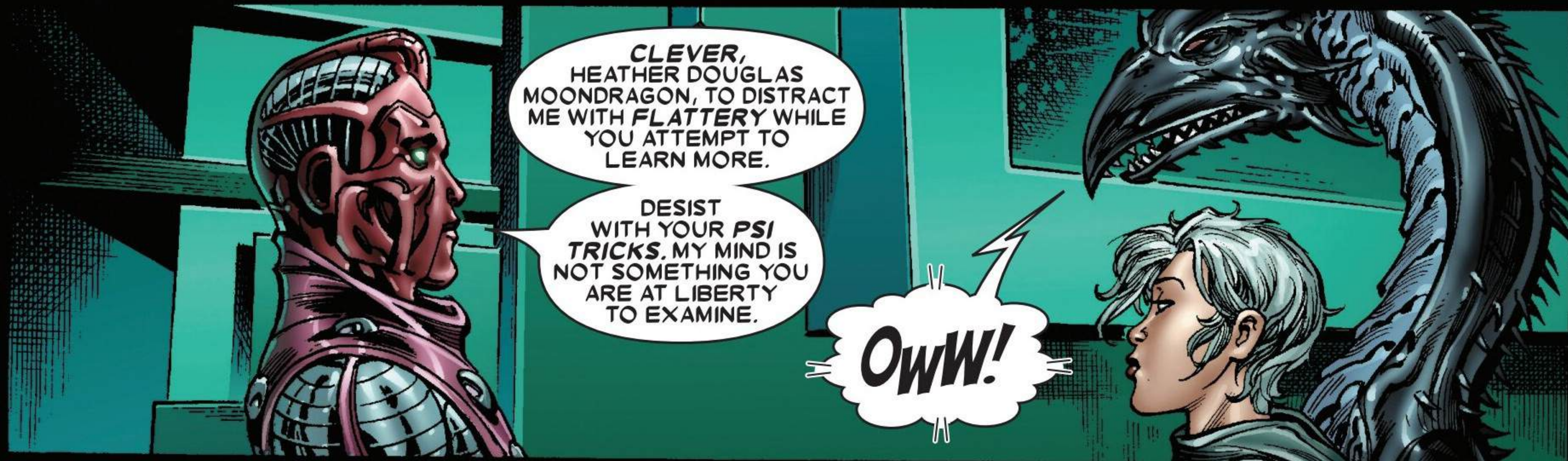
BUT
PERHAPS IF I
SPEAK TO YOU
AT YOUR
LEVEL...

...YOU
WILL BEGIN
TO UNDERSTAND
YOUR
SITUATION.

I PRESUMED,
WHEN YOU CAME
ABOARD, IT WAS
ME THAT YOU HAD
COME LOOKING
FOR. BUT I SEE I
AM A **SURPRISE**
TO YOU.



WE DIDN'T
KNOW YOU WERE
IN **KREE SPACE**. IF WE
HAD, WE WOULD HAVE
SOUGHT YOU
OUT TO--



CLEVER,
HEATHER DOUGLAS
MOONDRAGON, TO DISTRACT
ME WITH **FLATTERY** WHILE
YOU ATTEMPT TO
LEARN MORE.

DESIST
WITH YOUR **PSI**
TRICKS. MY MIND IS
NOT SOMETHING YOU
ARE AT LIBERTY
TO EXAMINE.

OWW!



LET'S
START
AGAIN.

THE KREE
EMPIRE HAS BEEN
CONQUERED BY THE
TECHNO RACE CALLED
THE PHALANX. UNLESS
THEY ARE DESTROYED, THE
KREE SPECIES WILL DIE,
AND OTHERS WILL
FOLLOW IT INTO
EXTINCTION.

HOW
TERRIBLE.



I AM
SEARCHING
FOR A WAY TO
DEFEAT THE
PHALANX. I
WAS SENT--

SENT? BY
WHOM?

TELL HIM.
JUST TELL
HIM WHAT YOU
TOLD ME.



A VOICE TOLD ME TO SEARCH FOR
THE SAVIOR. IT LED ME TO TERMA.
THAT'S WHERE I FOUND
ADAM WARLOCK.

AND
DID THIS
VOICE
HAVE A
NAME?

IT WAS THE
SUPREME INTELLIGENCE,
MY PEOPLE'S FORMER
RULER. I BELIEVE THAT
LEADING ME TO THE
DELIVERER WAS ITS LAST
LIVING ACT.



SOME SENSE EMERGES
AT LAST. THE SUPREME
INTELLIGENCE. AN EPITHET
I WOULD TAKE *ISSUE*
WITH, BUT STILL...

ARE
YOU THE
SAVIOR SHE'S
LOOKING FOR,
ADAM?



NO! I
WON'T LET
YOU PLAY WITH
MY DESTINY ANY-
MORE THAN I'LL
LET HER!

WHY?
WHAT IS YOUR
DESTINY, ADAM
WARLOCK?



I DON'T KNOW! THAT'S THE POINT! I DON'T KNOW! BUT UNTIL I DO, NO ONE GETS TO DECIDE IT FOR ME!

"YOU DON'T KNOW." IT SEEMS EVERYONE IS STRICKEN WITH IGNORANCE TODAY.

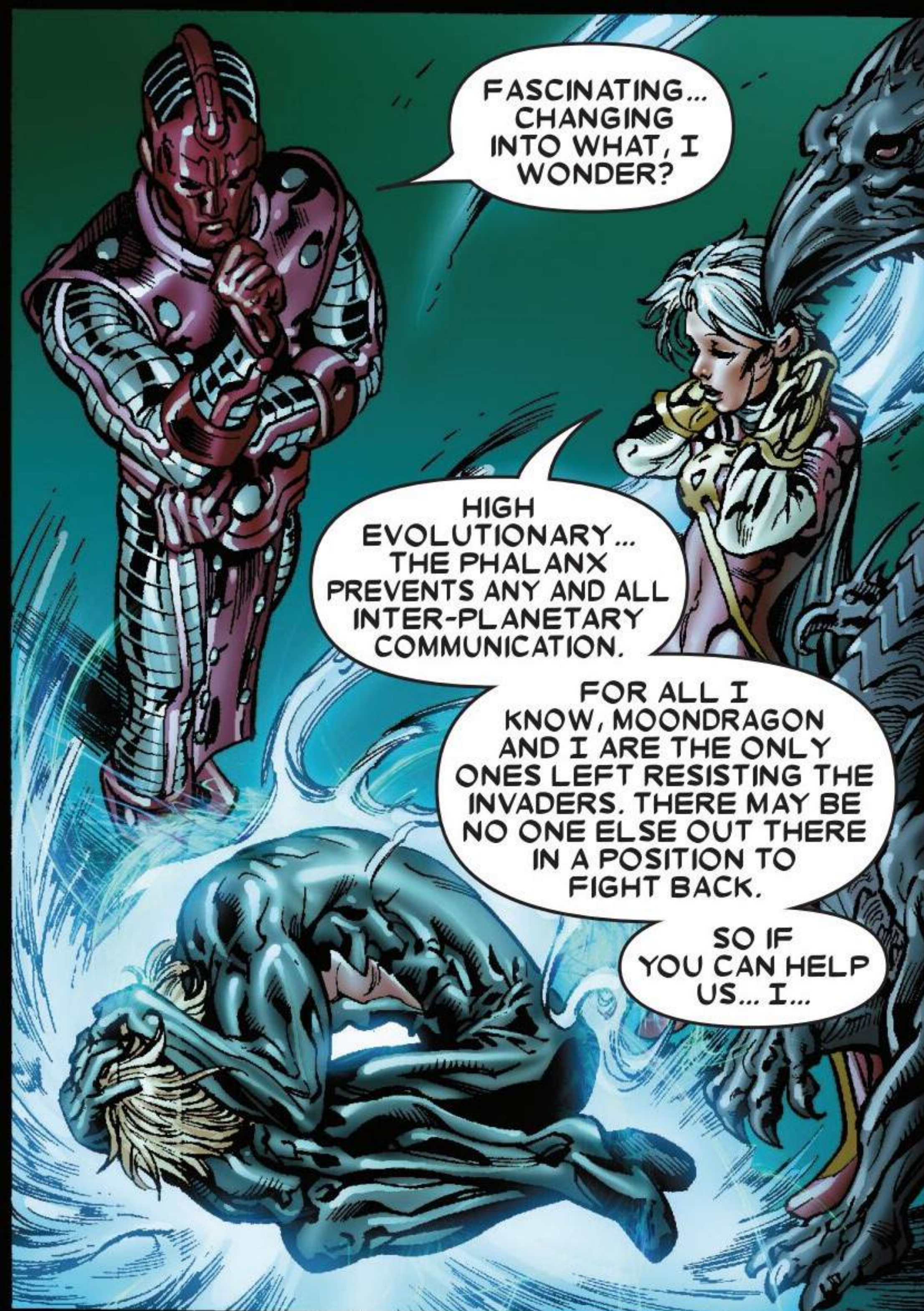


SHUT UP! YOU--
AGHNNN!

WHAT IS THIS?

IT HAPPENED BEFORE... SOME KIND OF SEIZURE.

WARLOCK'S MIND IS DAMAGED. HE SAID THAT WE WOKE HIM TOO SOON. THAT HE HADN'T FINISHED CHANGING.



FASCINATING... CHANGING INTO WHAT, I WONDER?

HIGH EVOLUTIONARY... THE PHALANX PREVENTS ANY AND ALL INTER-PLANETARY COMMUNICATION.

FOR ALL I KNOW, MOONDRAGON AND I ARE THE ONLY ONES LEFT RESISTING THE INVADERS. THERE MAY BE NO ONE ELSE OUT THERE IN A POSITION TO FIGHT BACK.

SO IF YOU CAN HELP US... I...



HUSH, PHYLAVELL QUASAR.

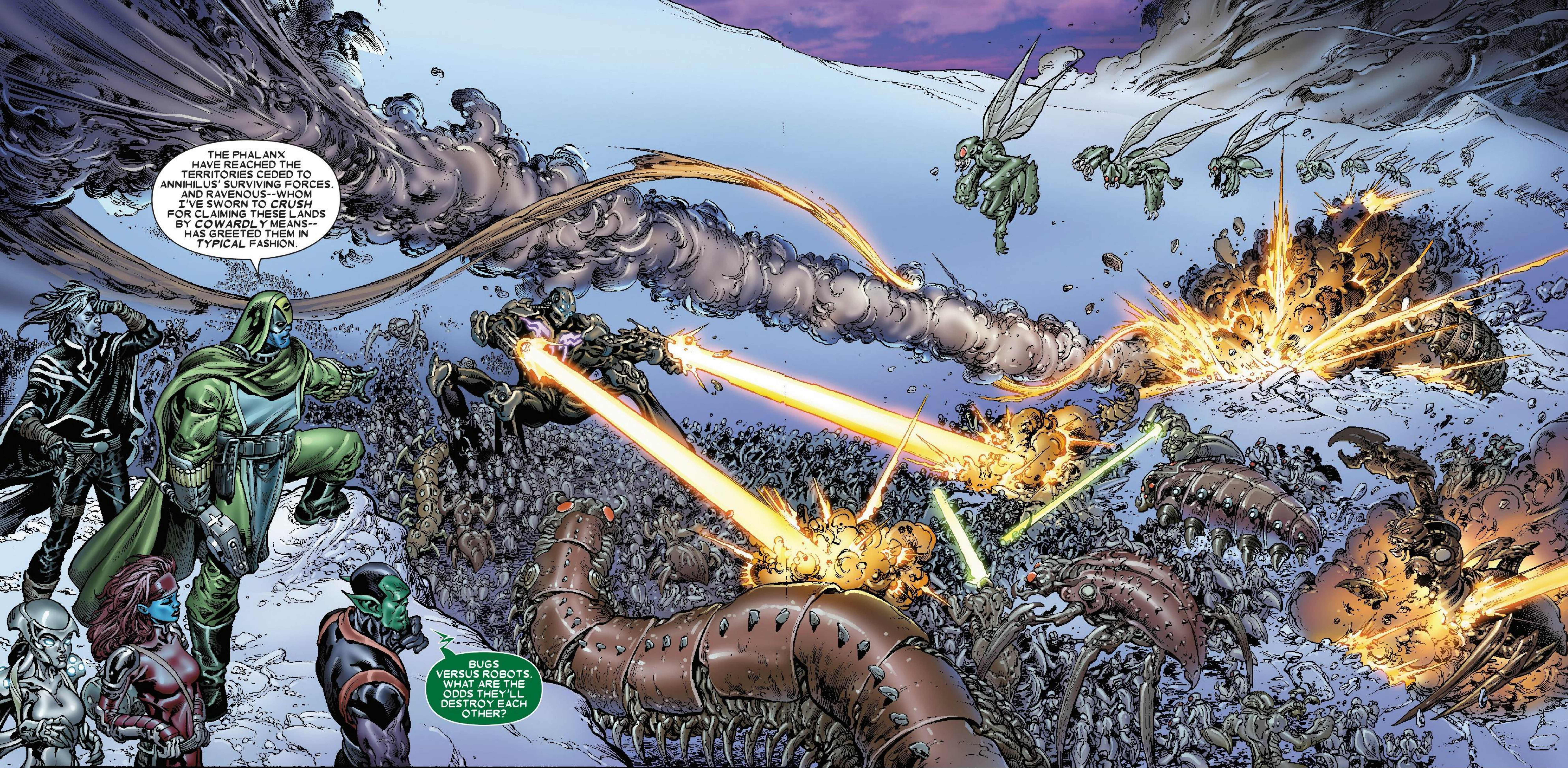
LET ME EXPLAIN TO YOU WHAT OCCUPIES ME HERE...



KREE-LAR, IN THE CEDED KREE TERRITORIES...

WELL, NOW WE KNOW ONE THING AT LEAST...

...THE FIVE OF US ARE NOT THE ONLY BEINGS IN KREE SPACE FIGHTING THE PHALANX.





DENY THEM!
DENY THEM
AND SEEK
COVER!

WE CANNOT
YET AFFORD
THE EXPOSURE
OF A PITCHED
FIGHT!



BUT I'VE
ONLY JUST
STARTED.



DON'T
ARGUE WITH THE
ACCUSER, WRAITH!
THIS IS HIS SHOW, AND
WE AGREED TO
SUPPORT HIM!

EMPLOY
YOUR DAS'T
PLASMOID SYMBIOTES
THAT FREEZE THE
'BOTS! THEY'RE THE
ONLY ADVANTAGE
WE HAVE!



I NEVER
AGREED TO
SUPPORT
HIM.

I HELP
YOU, YOU HELP
ME FIND THE MAN
WHO KILLED MY
PARENTS. THAT'S
THE DEAL.



"NOW, WHILE
THEY'RE
PARALYZED!
MOVE!"



I WASN'T MADE TO RUN FROM A FIGHT, ACCUSER.

A REAL WARRIOR KNOWS HOW TO PICK HIS BATTLES, SKRULL.

THAT'S PRECISELY WHAT I MEAN, RONAN. WE'RE TRUSTING YOU TO MAKE THAT CHOICE FOR US.



WE'RE TRUSTING A PLAN YOU WON'T SHARE WITH US.

ALL THIS DAS'T EFFORT TO REACH KREE-LAR. WHAT YOU HAVE IN MIND HAD BETTER BE WORTH IT.



IT IS.

COME NO FURTHER.



WAVE DRONES! GET READY TO DESTROY THEM...

IDENTIFY YOURSELVES AND YOUR PURPOSE. WE SENSE THAT ONE AMONGST YOU IS ANATHEMA TO THE PHALANX INVADERS.

EXPLAIN HOW THIS IS POSSIBLE.

I WILL, GLADLY, TO YOUR MASTER, IN PERSON.

I AM RONAN, CALLED THE ACCUSER.





THAT
IDENTITY IS
KNOWN.

YOU ARE
THE DESPISED ENEMY
OF THE HIVE-WAVE
AND YOUR PRESENCE IN
THE CEDED TERRITORIES
MUST BE CONSIDERED
AN ACT OF WAR.

IS THERE
ANY PART OF
THIS GALAXY YOU
HAVEN'T PISSED
OFF, KREE?



SHUT UP,
KL'RT.

ANNIHILATE
ME IF YOU WILL.
BUT CONSULT
YOUR HIVE-MIND
FIRST.

ASK OF IT...
WOULD I ANNOUNCE
MYSELF SO OPENLY
IF I CAME HERE WITH
ANYTHING OTHER
THAN PEACEFUL
INTENTIONS?



GLKK-KK?
KLL-GKK.

THE HIVE-MIND
CONCURS. THERE IS
A CERTAIN MERIT TO
YOUR LOGIC.

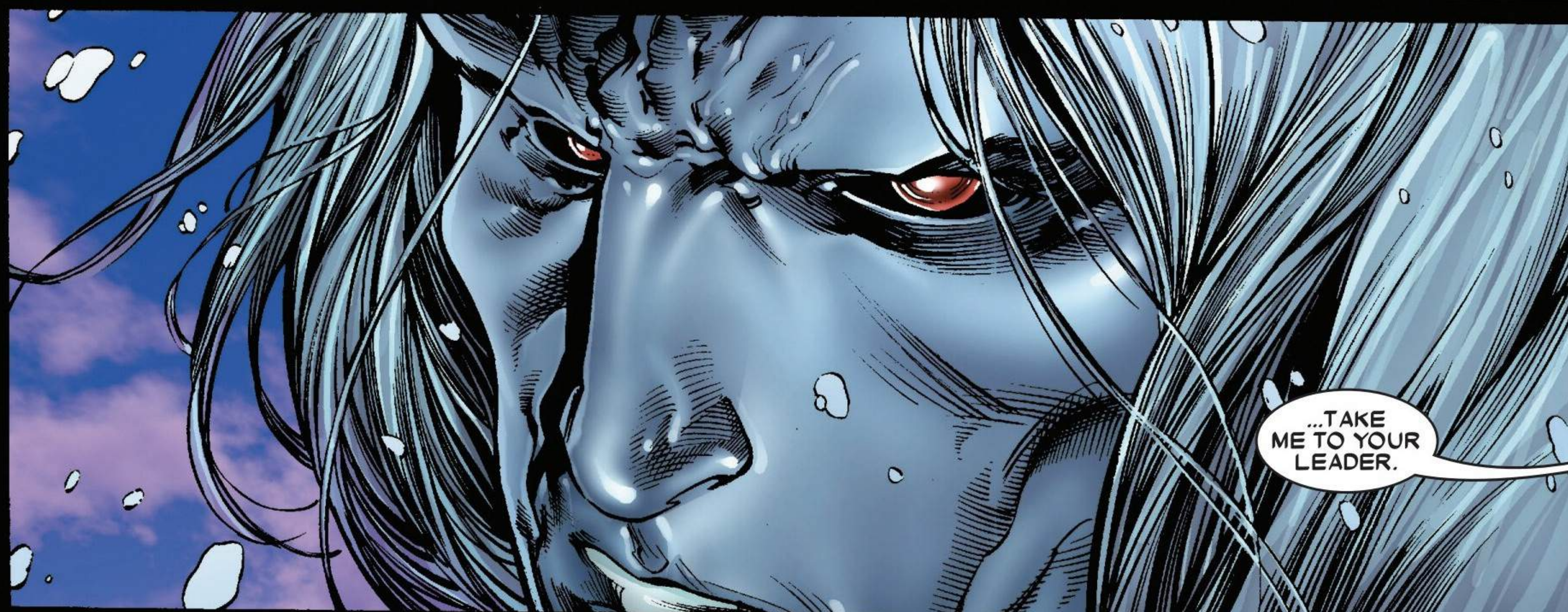
WHAT ARE
YOU PROPOSING,
RONAN-CALLED-
THE-ACCUSER?



A COALITION. A NEW
PACT BETWEEN THE
KREE AND YOUR
SPECIES.

THE
FORMATION
OF A UNITED
FRONT AGAINST
OUR COMMON
FOE.

OR
IN SIMPLE
TERMS...



...TAKE
ME TO YOUR
LEADER.

HALA...

TOGETHER ALONE.
THAT'S THE WAY
THIS GAME GOES.

NEED TO KNOW
ONLY. NO WEAK LINKS
THAT THE ENEMY
CAN EXPLOIT.

CITY'S ALIVE
TONIGHT. THE PHALANX
IS BUZZING. THIS
MORNING'S STRIKE
MUST HAVE REALLY
RILED THEM UP.

I HOPE
IT WAS
WORTH IT.



I'M INVISIBLE.
NO-TECH INVISIBLE,
THANKS TO THE GEAR
GIVEN TO ME BY THE
KREE SPYMASTERS
WHO ALSO GAVE
ME BACK MY LIFE.

WHICH IS
SURPRISING SINCE
I'M THE
EARTHMAN WHO
ACCIDENTALLY
ALLOWED THE
PHALANX TO INVAD
IN THE FIRST
PLACE.



I GUESS
"DRAFTING" ME
TO LEAD A
SQUAD OF
MISFIT WARRIORS
IS MY PENANCE.

I'M THE MOST
WANTED MAN IN
KREE SPACE, THE
SECRET HEAD OF
THE ANTI-PHALANX
RESISTANCE. I'M--



STAR-LORD.

ACTUALLY,
I PREFER
PETER.

OKAY
TEAM, ARE
WE WINNING
YET?



WE ARE WINNING. AT SOME POINT IN HISTORY. OR AT SOME POINT IN A HISTORY.

GREAT, MANTIS. THANKS. YOUR MENTAL POWERS ARE PROVING A REAL BOON.

WE GOT SOMEONE IN, THEN?

YEP... BLASTAAR.

BLASTAAR? SPADE-TEETH, BLACK SABBATH HAIR, NEGATIVE ZONE NUT-JOB BLASTAAR? OR SOME OTHER PERSON CALLED BLASTAAR WHOSE WORK I'M NOT FAMILIAR WITH?

YOU TOLD ME TO PICK. YOU SAID I HAD TACTICAL DISCRETION.

YOU DO, ROCKET. ABSOLUTELY... AND YOU PICKED BLASTAAR?

IN THE CIRCUMSTANCES, HE WAS PERFECT FOR OUR NEEDS. I'M NOT EXACTLY TRIPPING OVER CANDIDATES HERE.



HE GOT HIMSELF CAPTURED? AND TAKEN TO THE BABEL SPIRE?

AS PER THE PLAN.



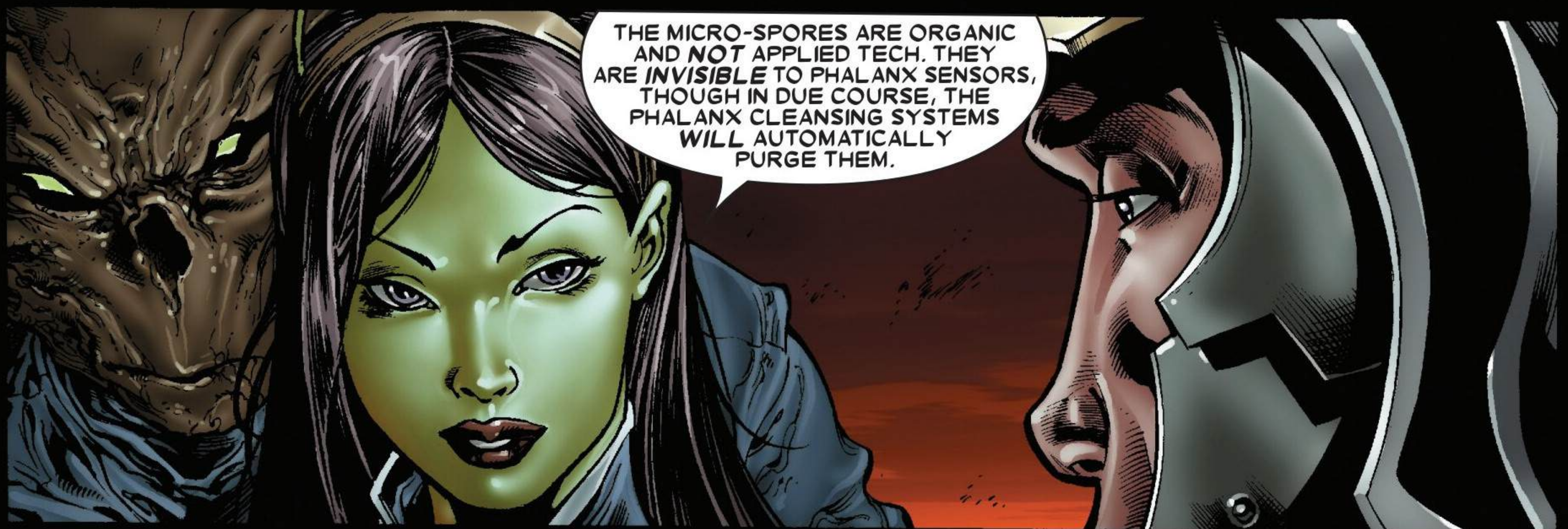
AND DIED?

WELL, THERE IS THAT.

GIVE THE RACCOON SOME CREDIT. BLASTAAR WAS...TIK...CARRYING GROOT'S POLLEN SPORES.

HE...TIK... RELEASED THEM AT THE POINT OF DEATH.

AREN'T YOU GLAD WE DIDN'T SEND YOU, BUG?



THE MICRO-SPORES ARE ORGANIC AND NOT APPLIED TECH. THEY ARE INVISIBLE TO PHALANX SENSORS, THOUGH IN DUE COURSE, THE PHALANX CLEANSING SYSTEMS WILL AUTOMATICALLY PURGE THEM.



IN THE MEANTIME?

THE SPORES HAVE FILLED *EVERY* CREVICE OF THE BABEL SPIRE. WITH MY COTATI-DERIVED BIOPATHY, I CAN READ THEM AND CONSTRUCT THIS TELE-SENSUAL SCHEMATIC OF THE SPIRE.

WHOA, THAT IS TOTALLY COOL.

WE'RE ALL SEEING THIS, RIGHT?



WE ARE, GABE. MY GOD.

YOU SEE, *THIS* IS WHAT A PLAN FEELS LIKE WHEN IT COMES TOGETHER.

HOW LONG HAVE WE GOT?

HANG ON, I THOUGHT YOU SAID HE WAS DEAD?

DEPENDING ON BLASTAAR'S *RESISTANCE*, ABOUT THIRTY MINUTES. HOWEVER LONG IT TAKES THEM TO TURN HIM INTO ONE OF THEIR *SELECT AGENTS*.



I PICKED HIM BECAUSE HIS NEGATIVE ZONE CONSTITUTION RENDERS HIM VIRTUALLY IMPERVIOUS TO INJURY, AND HE'S ABLE TO CATATONICALLY *HIBERNATE* AND *SIMULATE DEATH*.

THE PHALANX WILL FIGURE THAT OUT SOONER OR LATER. WHEN THEY DO...

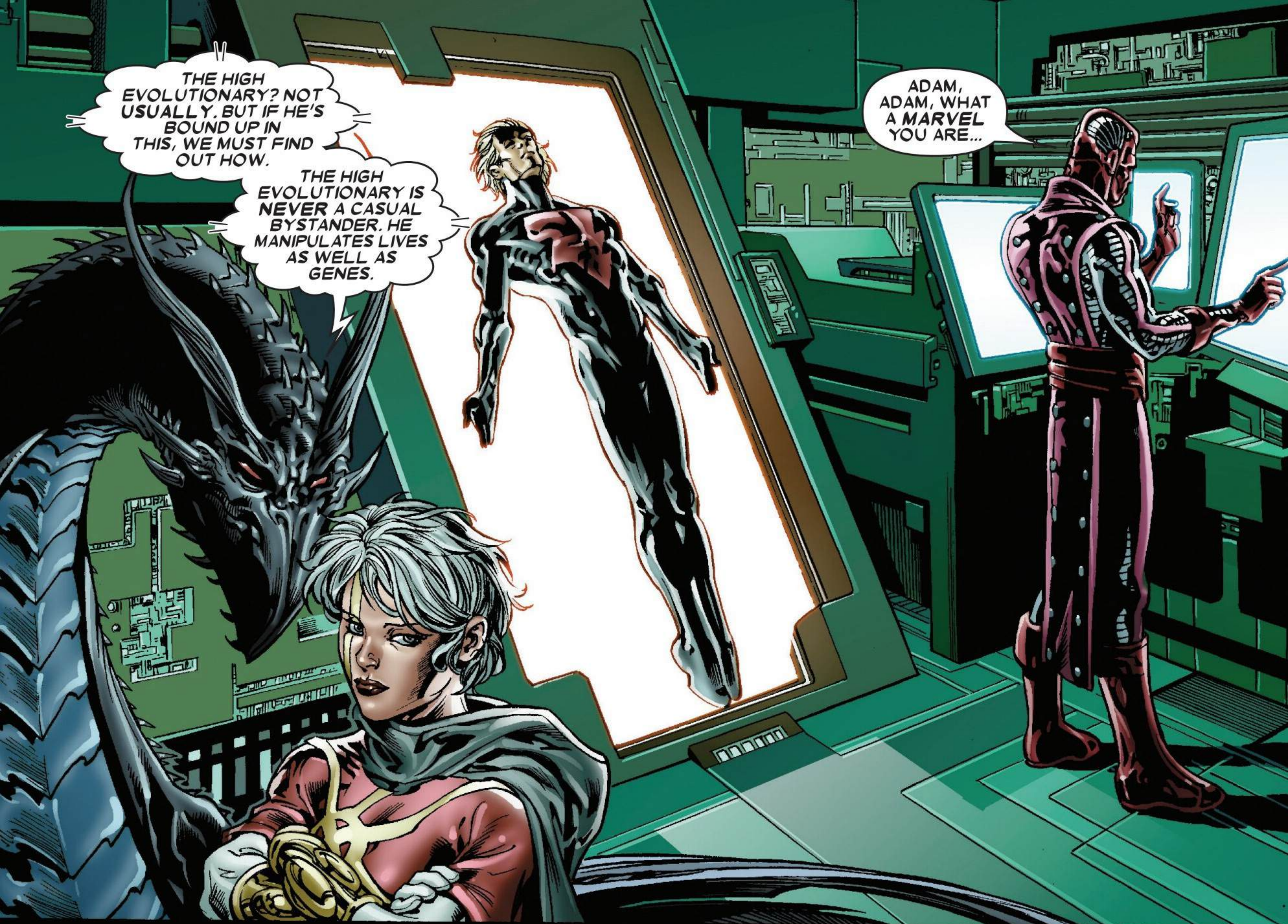


UH-HUH. IT SEEMS WE'RE ON A CLOCK NOW, PEOPLE.

OKAY, AT LEAST WE HAVE A GOOD MAP OF OUR TARGET. NICE JOB, MANTIS.

THIS ONE LIVES TO ILLUMINATE.





THE HIGH EVOLUTIONARY? NOT USUALLY. BUT IF HE'S BOUND UP IN THIS, WE MUST FIND OUT HOW.

THE HIGH EVOLUTIONARY IS NEVER A CASUAL BYSTANDER. HE MANIPULATES LIVES AS WELL AS GENES.

ADAM, ADAM, WHAT A MARVEL YOU ARE...



...YOU NEVER CEASE TO AMAZE ME. THE PERFECT GENETIC SPECIMEN, SOMETHING I HAVE NEVER QUITE MANAGED TO REPLICATE.



WHAT'S WRONG WITH ME, FATHER?

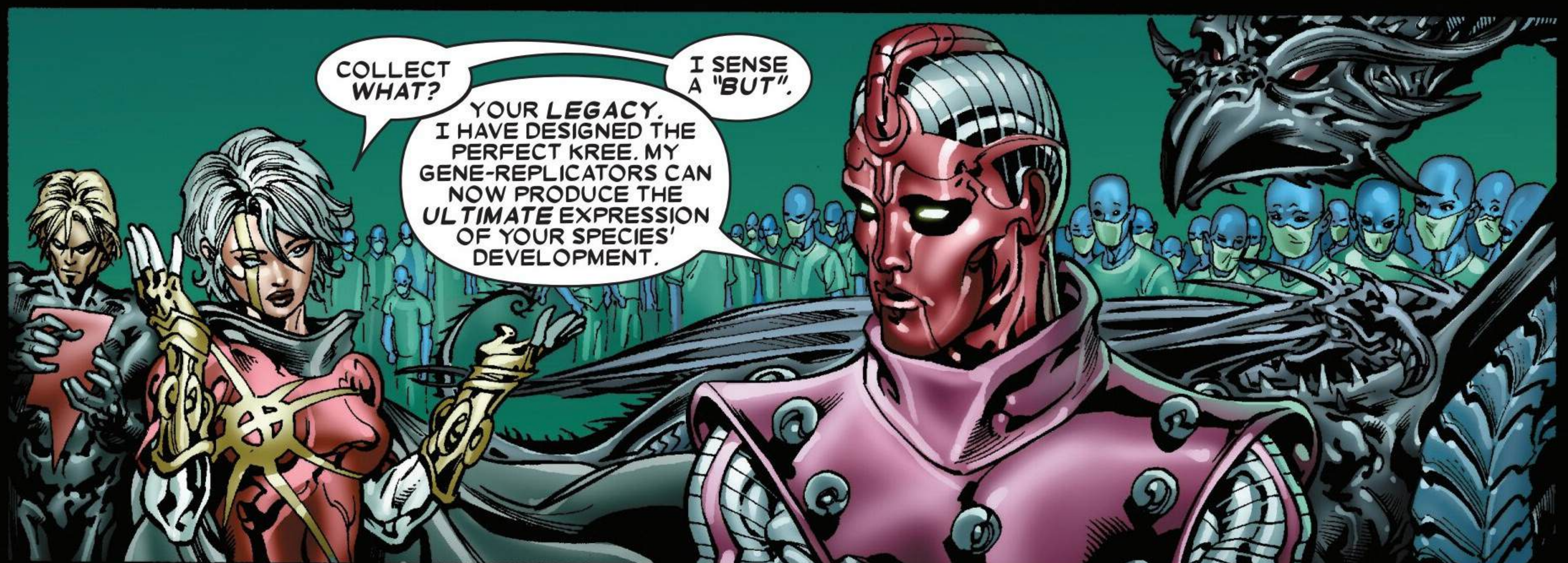
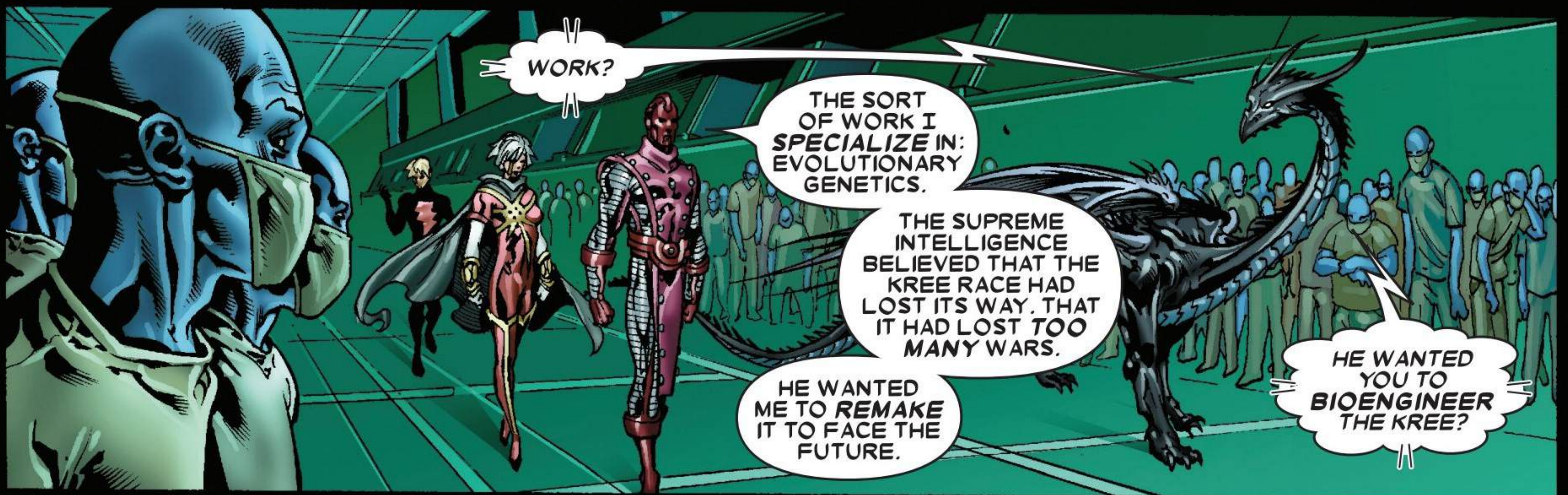
NOTHING. I BELIEVE OUR GUESTS WERE CORRECT. YOU WERE WOKEN TOO SOON.

NOT ONLY HAVE YOU BEEN REJUVENATED, BUT NEW POWERS ARE DEVELOPING WITHIN YOU, AND THEY ARE YET TO COALESCE. ONCE THEY HAVE REFINED, THEY WILL BE EASIER TO CONTROL.

COME. LET US REVIEW THIS SITUATION.

I CAME TO KREE SPACE FROM EARTH BY INVITATION OF THE SUPREME INTELLIGENCE. HE HAD WORK FOR ME.







THE PHALANX. I CAN MANUFACTURE KREE WARRIORS TO COMBAT THEM, BUT, AS YOU SAY...

BUT WHAT...?

I AM ORGANIC. A GOD, BUT ORGANIC. I DETEST WHAT THE PHALANX DO TO ORGANIC LIFE. IF I COMMIT MY HAND, THEY WILL COME FOR ME.

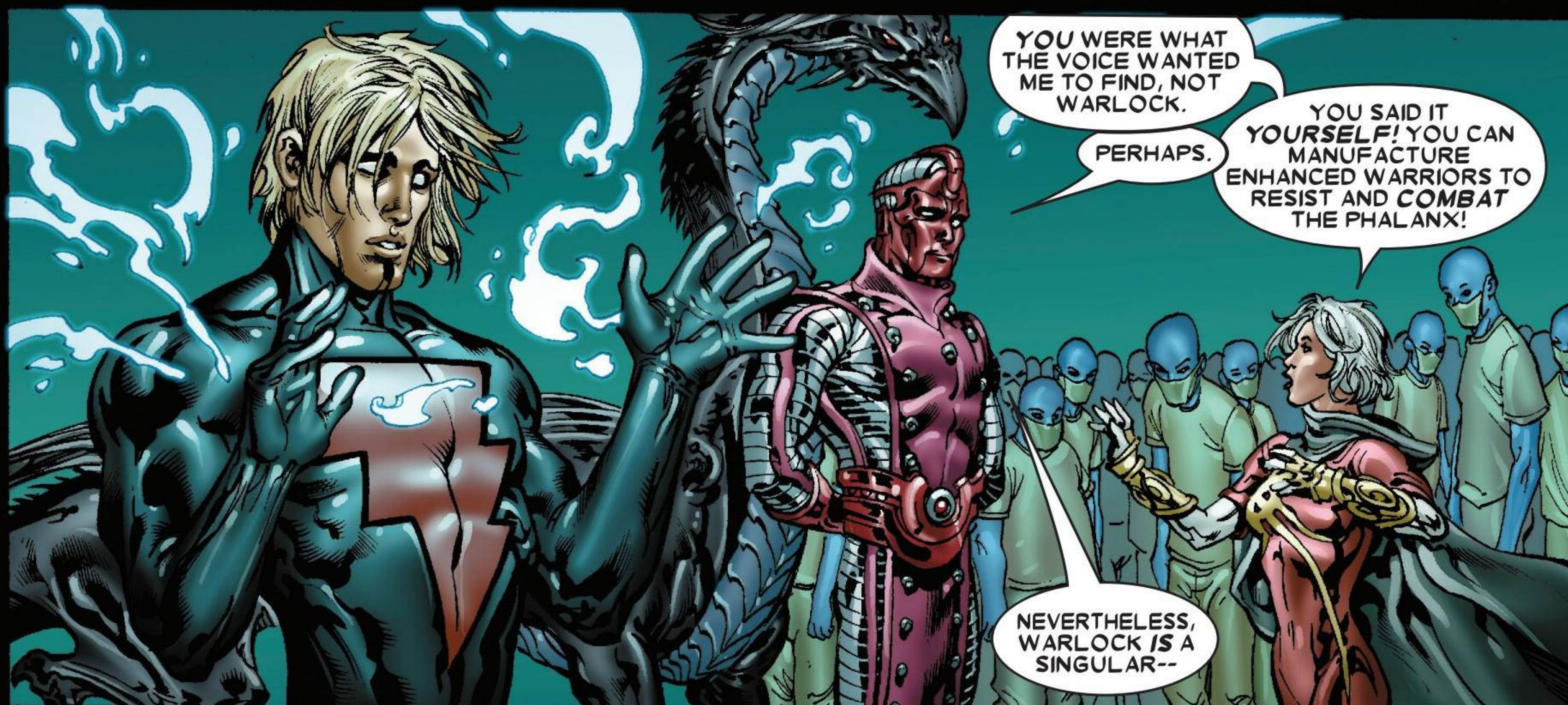


WHAT DO YOU WANT?

SAFE PASSAGE OUT OF KREE SPACE IN RETURN FOR YOUR EVOLVED WARRIORS.

THERE IS NO WAY OUT OF KREE SPACE. THE PHALANX HAS LOCKED IT OUT OF PHASE WITH THE REST OF THE UNIVERSE.

AH. REGRETTABLE.

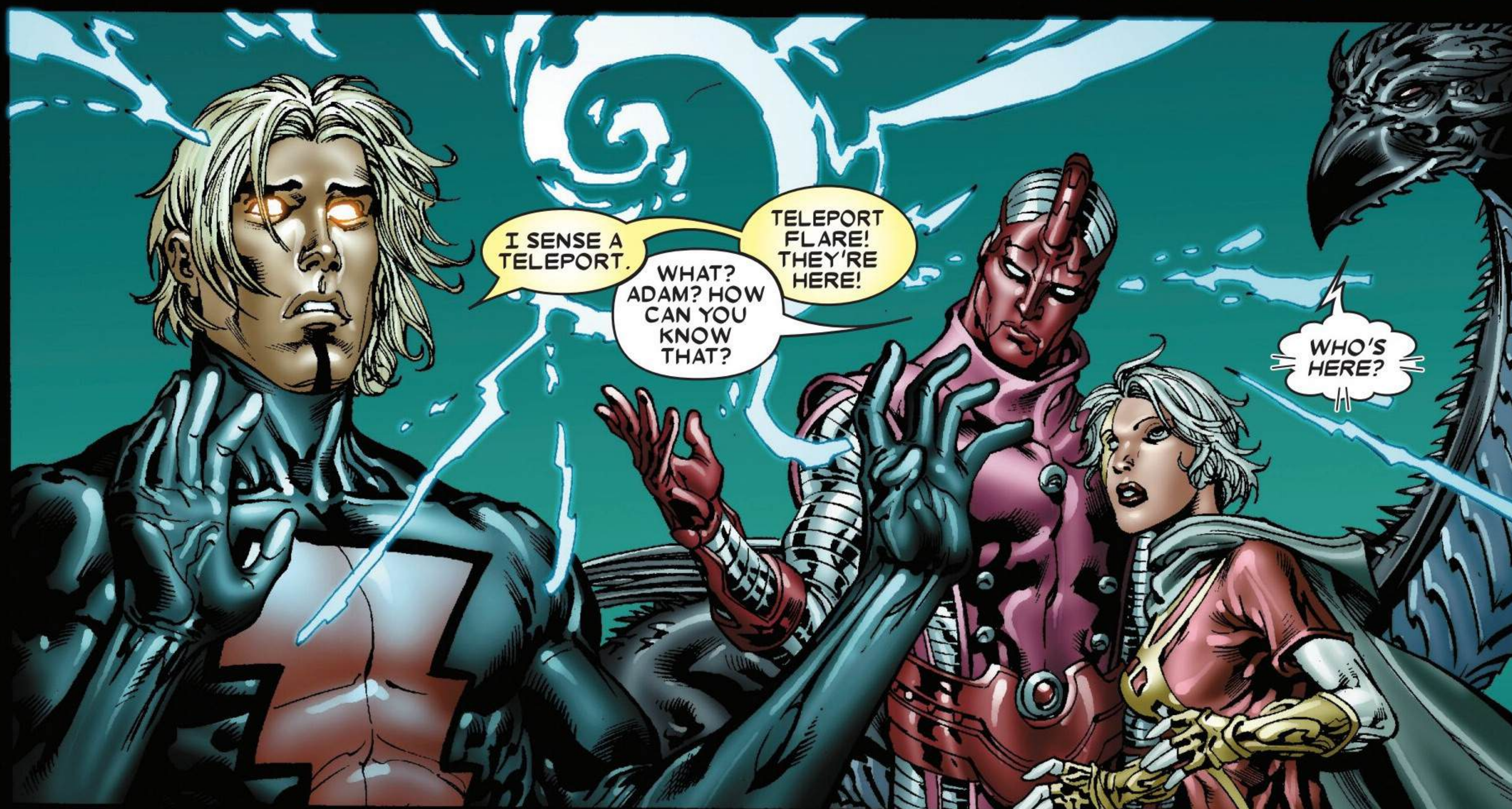


YOU WERE WHAT THE VOICE WANTED ME TO FIND, NOT WARLOCK.

PERHAPS.

YOU SAID IT YOURSELF! YOU CAN MANUFACTURE ENHANCED WARRIORS TO RESIST AND COMBAT THE PHALANX!

NEVERTHELESS, WARLOCK IS A SINGULAR--



I SENSE A TELEPORT.

WHAT? ADAM? HOW CAN YOU KNOW THAT?

TELEPORT FLARE! THEY'RE HERE!

WHO'S HERE?



A full-page comic book illustration depicting a fierce battle. On the left, a large, metallic dragon-like creature with a segmented body and glowing orange eyes is shown in profile, breathing a stream of fire. On the right, a woman with long, flowing dark hair is shown from the chest up, her face contorted in a scream as she is engulfed in a massive, bright red explosion. The background is a swirling mix of blue and white, suggesting a high-speed or high-energy environment. The overall style is dynamic and action-oriented, typical of superhero comic book art.

GUHHKK!

AND
YOU ARE
NOTHING.

SPUNK!

HEATHER!

HEATHER!



GREETINGS,
ADAM
WARLOCK...



YOU
ARE THE
ONE I
SEEK.

REALLY?
WELL,
YOU'RE NOT
GOING TO LIKE
WHAT YOU'VE
FOUND.



HIGH EVOLUTIONARY'S
HELIOSPHERE REFUGE.

KLTNNNG



LORD
ULTRON?

LORD
ULTRON? HAS
THE TARGET
DAMAGED
YOU?



KRKK-
KK

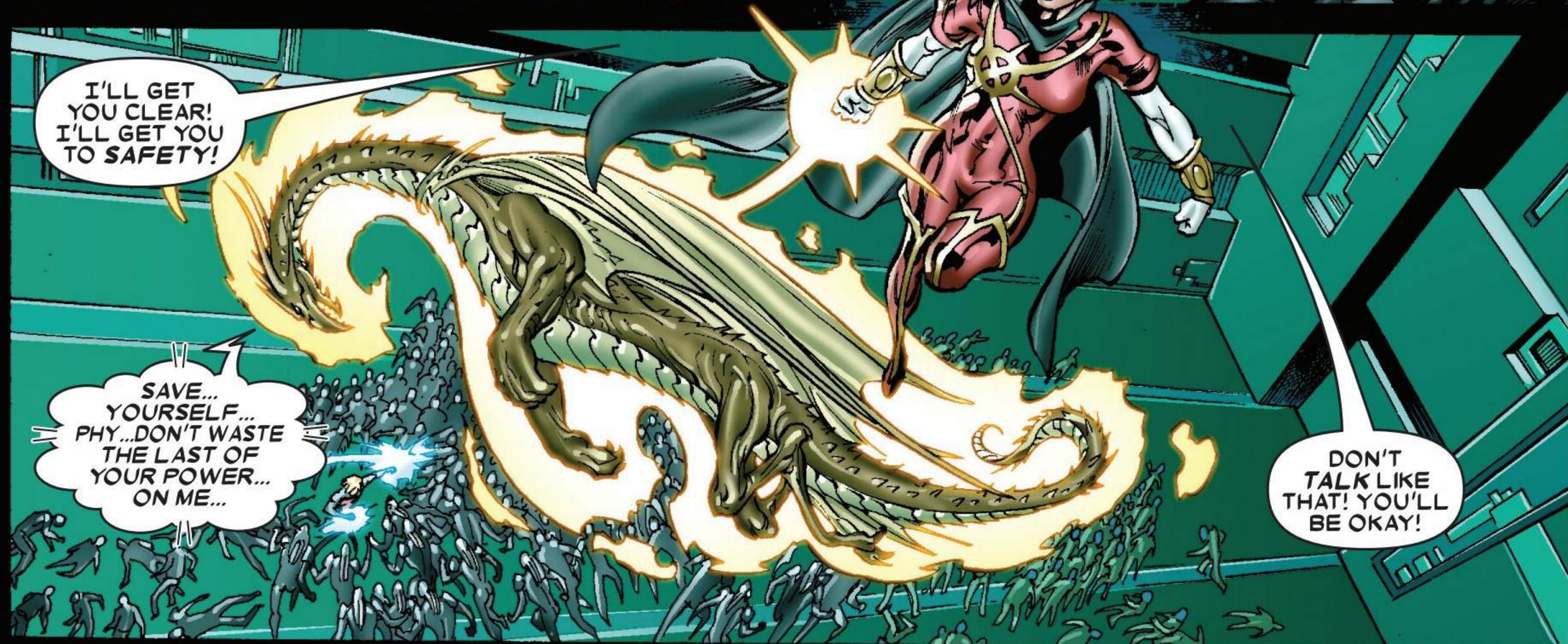
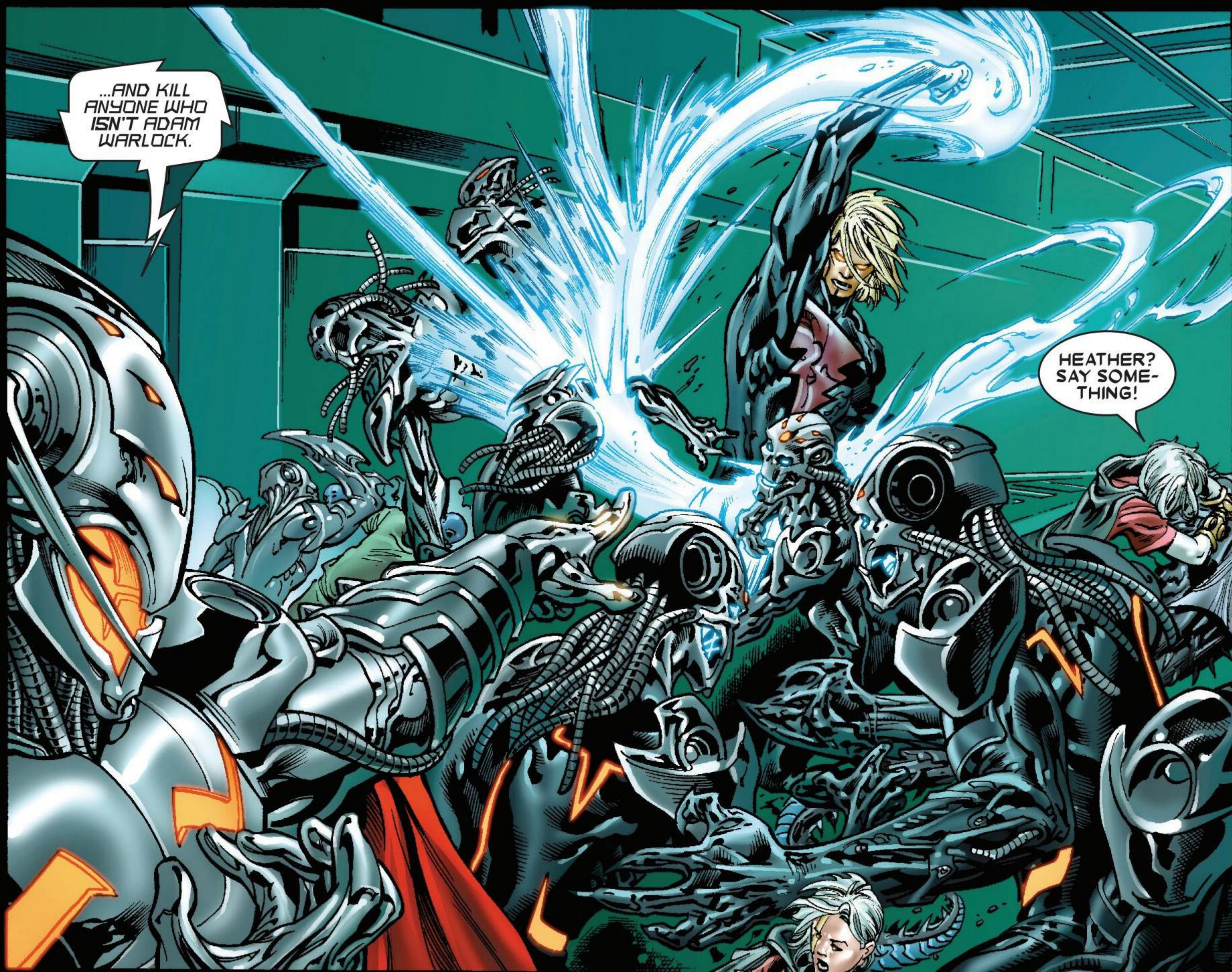
YOU'RE
PERFECT. SHEER
UNDILUTED
POWER.



I HAVE
FOUND A TRULY
POTENT SPECIMEN
AT LAST.

PHALANX,
RESTRAIN ADAM
WARLOCK...











QUESTION:
ARE THESE NEW
TALENTS YOU EXHIBIT
PART OF THAT
REBIRTH?

WHAT
ARE THEY?

UGHN!

ARE YOU
IN CONTROL
OF THEM?



OR ARE
THEY IN
CONTROL
OF YOU?

AGNNHH!
NO! NOT
NOW! NOT
AGAIN!



MY QUERY IS
ANSWERED.

GHHKKK!



HEATHER?
STAY WITH ME.
HIGH EVOLUTIONARY
TELEPORTED UP HERE.
HE'LL HEAL
YOU.

RUN...
PHY...



HEATHER,
PLEASE,
PLEASE...

WHAT
WILL I BE
WITHOUT YOU?
PLEASE STAY
WITH ME...

TOO MUCH...
DAMAGE...

NO, NO,
NO...



HER
MORTALITY
IS *FADING*.

DO
SOMETHING!
HELP HER!
YOU *HAVE* TO
HELP HER!

I WOULD, *EAGERLY*, IF I
COULD. HER FORM IS AN
ENIGMA TO ME. I DO NOT
UNDERSTAND HER BIOLOGY.
I DO NOT EVEN KNOW
IF IT *IS* BIOLOGY.

I'M
SORRY.



I WON'T
ACCEPT
THAT!

WE MUST
SEIZE THIS MOMENT,
PHYLA-VELL QUASAR.
WE MUST *FLEE* THE
REFUGE AND RAZE
IT BEHIND US.

WE MUST
EXTERMINATE
THE PERNICIOUS
THREAT OF THIS
ULTRON MONSTER
FOREVER.

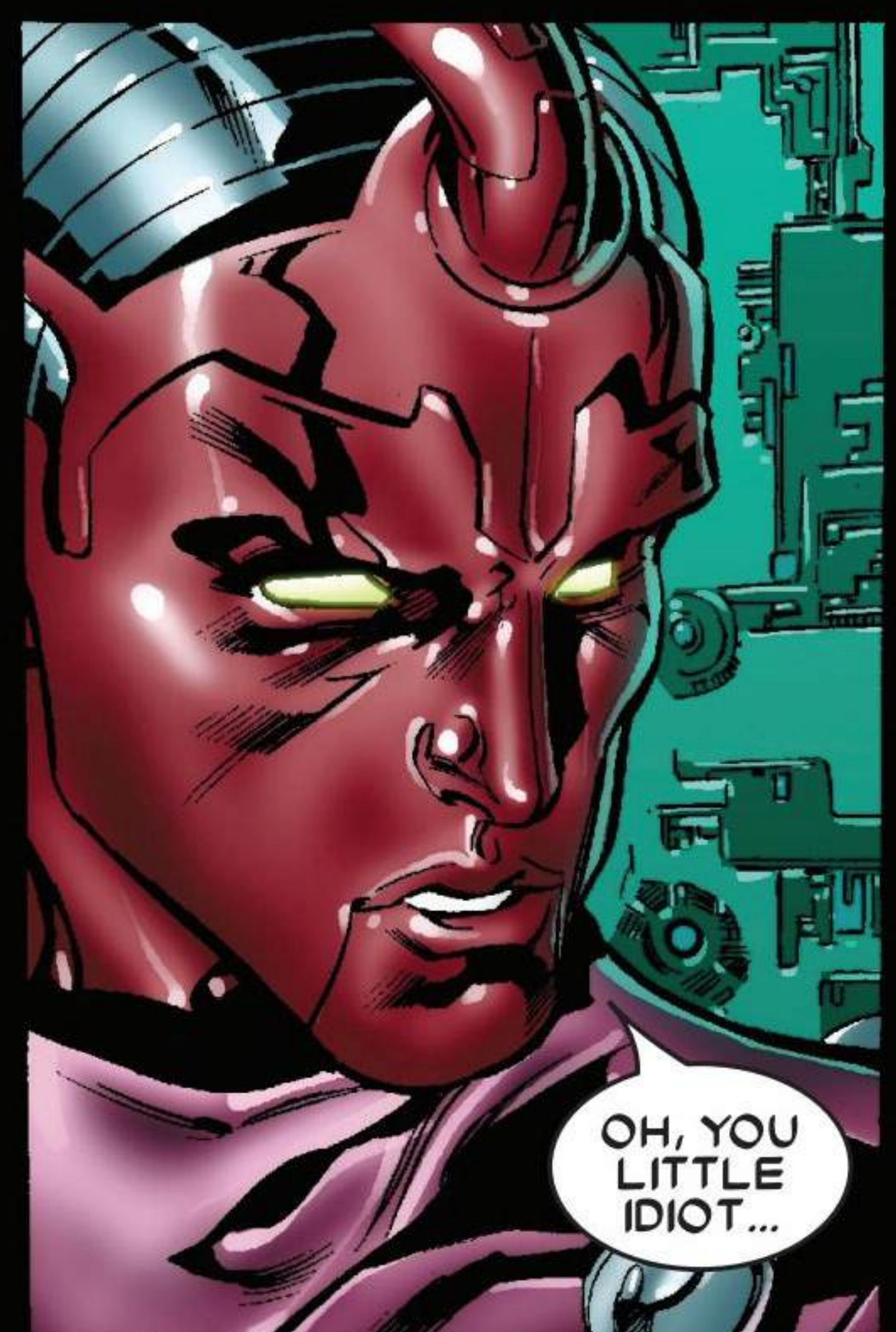


SHUT UP!
I'M NOT GOING
ANYWHERE
UNTIL HEATHER
IS--

HE'S
RIGHT,
PHY...

TRUST
ME...

PHY,
I LOVE
YOU.







MHHH...

ADAM?
ADAM, LISTEN
TO ME.

HIGH
EVOLUTIONARY?

QUASAR IS
DRIVEN BY RAGE
AND GRIEF. SHE WIELDS
CONSIDERABLE
QUANTUM
POWER.

BUT EVEN
SHE CANNOT KILL
THIS ULTRON
OBSCENITY.

WE MUST
RESORT TO MORE
DRASTIC MEASURES IF
WE HOPE TO ACCOMPLISH
THAT DEED AND END
THE PHALANX
PLAGUE.

WHAT
DO YOU
MEAN?



I HAVE A CONTINGENCY
PREPARED. A TERMINAL REACTION
ENGRAVED INTO THE NUCLEAR
HEART OF THIS SHELTERING
STAR.

I HAVE
JUST
INITIATED
IT.

NO,
THAT'S--

ADAM,
ULTRON IS TOO
DANGEROUS
TO EXIST.



HIGH
EVOLUTIONARY,
YOU MANIAC!

QUASAR!
QUASAR!



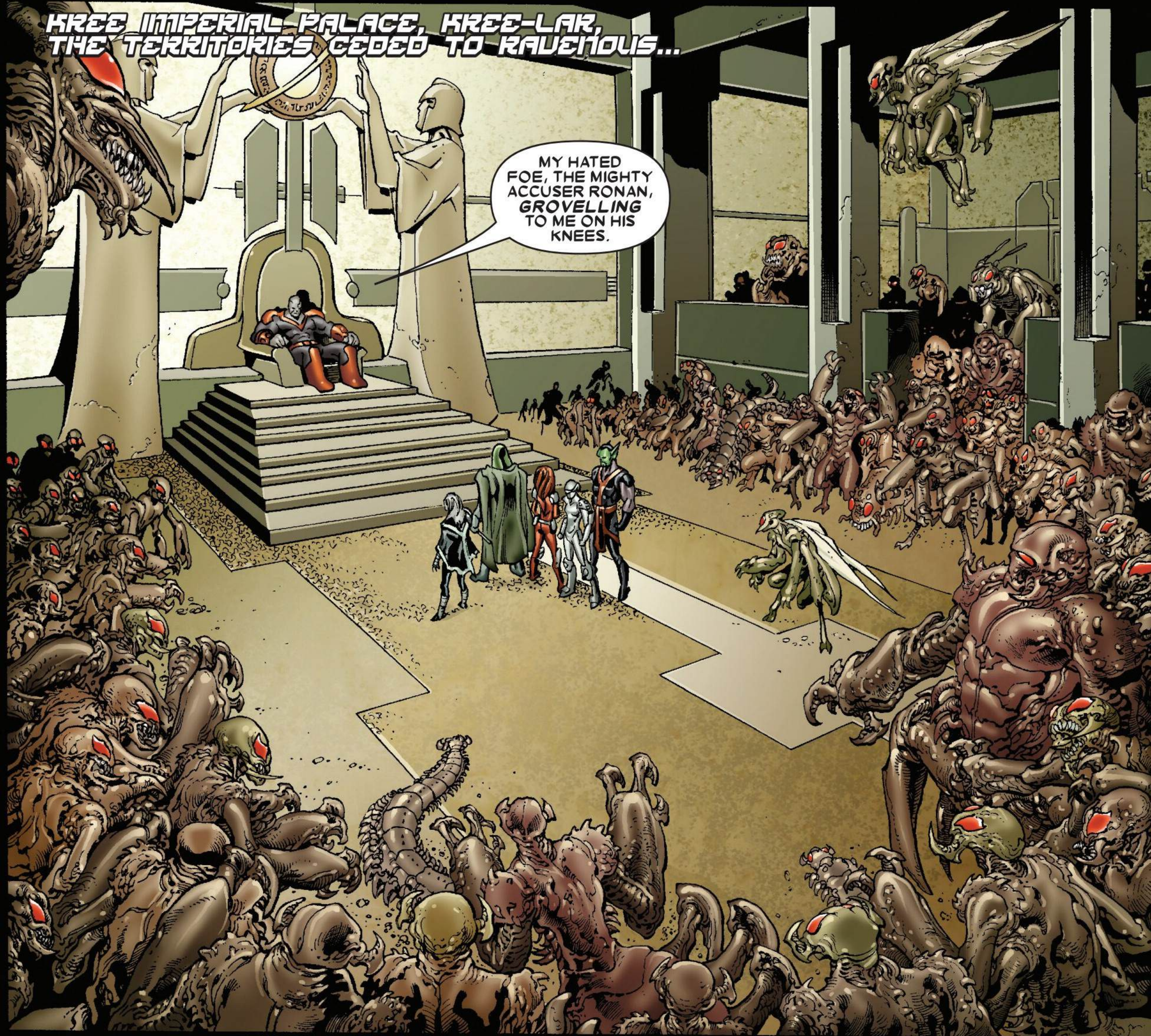
SOMETHING
IS WRONG. THE
STAR IS SUDDENLY
UNSTA--

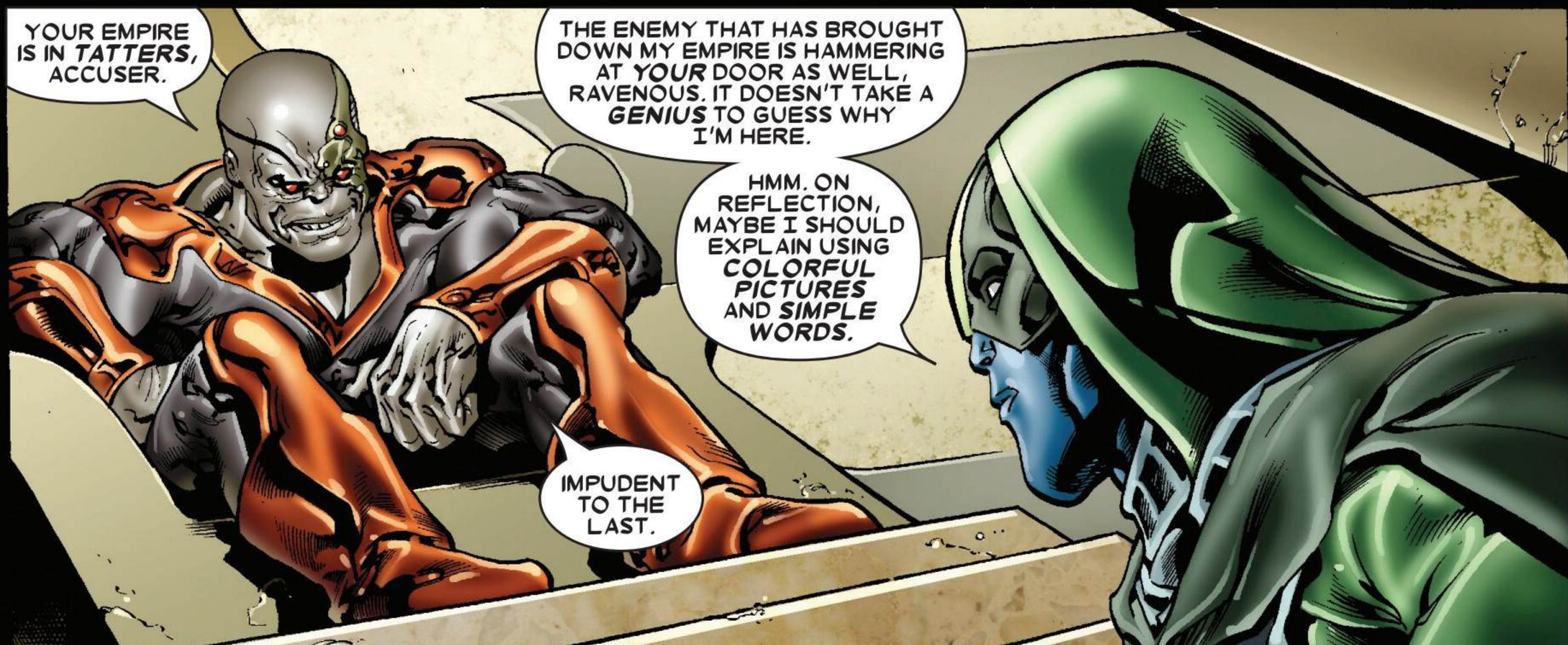






**KREE IMPERIAL PALACE, KREE-LAR,
THE TERRITORIES CEDED TO RAVENOUS...**



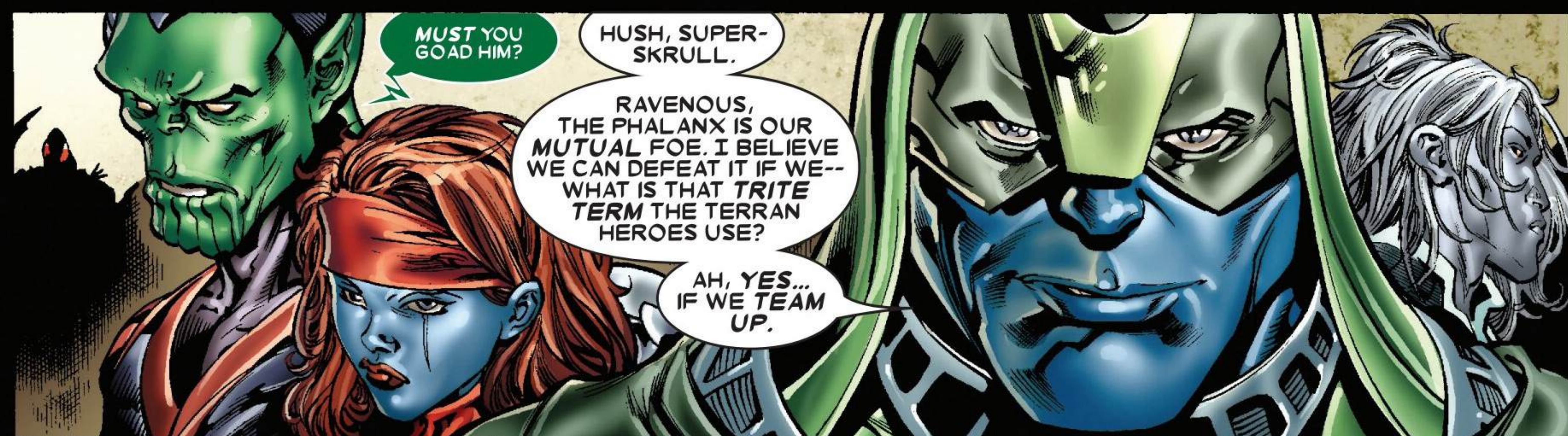


YOUR EMPIRE IS IN **TATTERS**, ACCUSER.

THE ENEMY THAT HAS BROUGHT DOWN MY EMPIRE IS HAMMERING AT YOUR DOOR AS WELL, RAVENOUS. IT DOESN'T TAKE A **GENIUS** TO GUESS WHY I'M HERE.

HMM. ON REFLECTION, MAYBE I SHOULD EXPLAIN USING **COLORFUL PICTURES** AND **SIMPLE WORDS**.

IMPUDENT TO THE LAST.



MUST YOU GOAD HIM?

HUSH, SUPER-SKRULL.

RAVENOUS, THE PHALANX IS OUR **MUTUAL FOE**. I BELIEVE WE CAN DEFEAT IT IF WE-- WHAT IS THAT **TRITE TERM** THE TERRAN HEROES USE?

AH, YES... IF WE **TEAM UP**.



WHAT **I BELIEVE**, KREE, IS THAT THERE'S **SOMEONE** IN YOUR PARTY WHO HAS THE POWER TO TURN THE PHALANX **BACK**.

MY DRONES HAVE DETECTED THIS FACT.



I WONDER WHO? NOT THE VAUNTED SKRULL CHAMPION WHO OFTEN FALLS SHORT...



...NOR THIS ORDINARY KREE FEMALE...

...NOR THIS TREACHEROUS ROBOTIC **SHIPE** FROM MY REALM...





IT BLINDS US!

THE DARK ONE HAS UNLEASHED HELL!

HELP US, LORD RAVENOUS!



NO CLOSER, YOU BUGS! NO CLOSER, OR WRAITH TAKES YOUR MASTER'S HEAD OFF!

WELL DONE, WRAITH. YOUR PLASMOIDS STRIKE FEAR IN THEM, JUST AS THEY DID TO THE PHALANX,

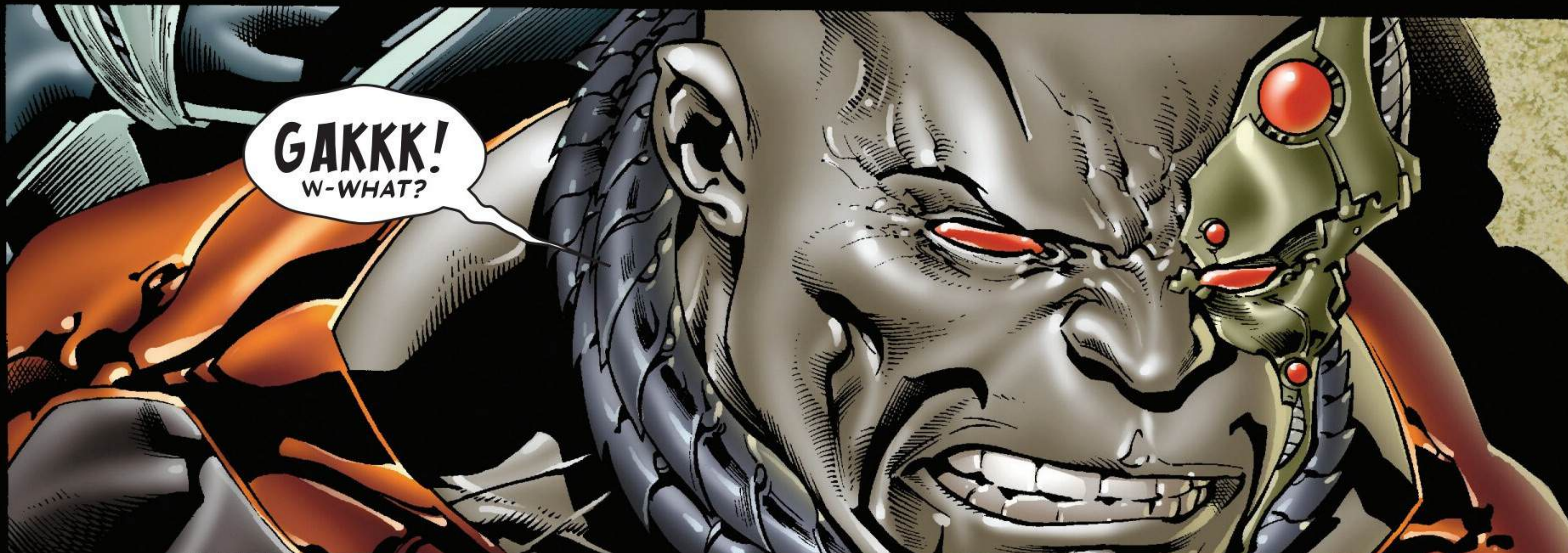
YOU TREACHEROUS SPAWNS OF--
AHKK!



WHEN YOU SAID A REAL WARRIOR KNOWS WHEN TO PICK HIS BATTLES, RONAN, THIS IS WHAT YOU MEANT, WASN'T IT?

OF COURSE. IT WOULD HAVE BEEN *SUICIDAL*, TRYING TO FIGHT OUR WAY IN HERE.

I DIDN'T COME TO BROKER ANY PACT WITH RAVENOUS. I JUST WANTED ACCESS TO WHAT HE WAS SITTING ON.



GAKKK!
W-WHAT?



MY RACE
BUILT THIS PALACE,
YOU NEGATIVE-ZONE
SCUM. YOU HAVE NO IDEA
OF THE SECRETS IT
CONTAINS.

SECRETS
LIKE THIS...



...BENEATH
THE THRONE
YOU STOLE...



...HIDDEN
SECRETS THAT
WILL SAVE MY
EMPIRE FROM
THE PHALANX...

...EVEN
IF THEY
DAMN MY
SOUL.

THE BABEL SPIRE, HALA,
THE KREE HOMEWORLD...

EASY
DOES IT.

ONE
CHARGE AT
A TIME.

THIS TOWER IS THE *HEART* OF PHALANX
POWER. IT'S GENERATING THE FIELD
THAT'S LOCKING THE KREE EMPIRE AWAY
FROM THE REST OF THE UNIVERSE
AND KEEPING US ALL *PRISONERS*.

WE'RE USING
LOW-TECH PLASTIQUE
AND MANTIS'S TELE-
SENSUAL PLAN OF
THE SPIRE.

WE DON'T HAVE THE
ORDNANCE TO BLOW THIS
TOWER UP, BUT WITH MANTIS'S
GUIDANCE, WE CAN SET THE
FEW EXPLOSIVES WE HAVE IN
STRUCTURALLY VITAL
AREAS...AND *CRIPPLE* IT.

GABE'S WITH ME. HE
MAY NO LONGER HAVE
HIS CAPTAIN UNIVERSE
POWERS, BUT HE'S STILL
A DAMN FINE SOLDIER.

CHARGE
THIRTY-ONE
SET,
STAR-LORD.

GOOD.
BUT I
WISH YOU'D
CALL ME
PETER.

MANTIS AND BUG
ARE SIX LEVELS
BELOW US...

THIS IS...
TICK... GOING
TO WORK,
RIGHT?

YES. IN
SOME VERSION
OF REALITY,
IT WILL BE
SUCCESSFUL.



RIGHT
BUT...TICK...
SPECIFICALLY
IN THIS ONE?

WHO
KNOWS?

ASK
A MENTAT
A SILLY
QUESTION...



GROOT AND
ROCKET WE
LEFT DOWN IN THE
SUB-BASEMENT
LEVELS...

I AM
GROOT.

IT'S
TOO QUIET,
YOU KNOW?
TOO DAS'T
QUIET.

MY, THE
CONVERSATIONS
WE HAVE!



WE'RE ON A HELL OF A CLOCK.
WE'VE GOT JUST A FEW, SCARCE
MINUTES LEFT BEFORE THE
BOZO THAT GOT US IN HERE, A
NEGATIVE ZONE FREAK NAMED
BLASTAAR, BECOMES A CARD-
CARRYING PHALANX SELECT.

WHEN *THAT* HAPPENS,
THE PHALANX WILL
LEARN WE'RE HERE, OUR
COVER WILL BE GONE...



...AND WE CAN PUT OUR
HEADS BETWEEN OUR
LEGS AND SMOOCH A
FOND FAREWELL TO
OUR FUNDAMENTS.

CHARGE
THIRTY-TWO
SET, STA--

PETER.

BETTER.
OKAY, WE--



TERRORIST
INSURGENTS
LOCATED.

UH...HEY
THERE, BLASTAAR.
YOU'RE LOOKING
WELL.



PETER!
NOW
WHAT?

**BRAKKA
BRAKKA**

**BRAKKA
BRAKKA**

HOSE
THEM WITH
EVERYTHING
WE'VE GOT!







SO I SEE.
SHALL I
KILL IT?

UGHNN...

NO, SELECT
BLASTAR.
I HAVE JUST
HAD MY MOLECULES
SCATTERED BY
A SUPERNOVA.

I WAS FORCED
TO RE-COALESCE MY
CONSCIOUSNESS VIA THE
PHALANX GESTALT
AND DOWNLOAD IT INTO
A FRESH BODY...



...I WISH TO
VENT MY RAGE
ON SOMETHING.



ULTRON?
ULTRON?!

HOW
IS THAT
POSSIBLE?



I HAVE A
QUESTION OF
MY OWN...

...WAS THERE,
HUMAN, ANY POINT AT
ALL WHERE YOU ACTUALLY
BELIEVED YOU WERE
GOING TO WIN?



ANNIHILATION: CONQUEST #4 "HOPELESS"



EEEEARRRGHHHH--!

I TOLD YOU
TO EXTRACT
THE SECRETS
FROM THE HUMAN
SUBJECT'S HEAD.

AGHHHHH!
AGHHHH-KKK-
KKKK!

WHY HAVE
YOU RESORTED
TO PHYSICAL
TORTURE?

MAKE THE
MAMMAL SILENT
AND ANSWER MY
QUESTION NOW.

I WILL HAVE
ADAM WARLOCK, AND
THIS SCRAP OF FLESH WILL
TELL ME EXACTLY HOW THE
RESISTANCE PROPOSES
TO STOP ME.

MMNNNNNNUADADADHNNNNNN!

THE
BABEL
SPIRE,
HALA...

GREAT ULTRON, THE
SUBJECT DESIGNATE
"STAR-LORD" CLAIMS TO
HAVE BEEN ENCODED
WITH A CORTICAL
SHUTOFF.

THE SUBJECT
PROMISES THAT IF WE
INFECT HIM WITH THE
TRANSMODE VIRUS TO
SHARE HIS SECRETS, IT
WILL TRIGGER A
CASCADE MEMORY
WIPE.

NHHHH...

UNWILLING
TO RISK THIS
EVENTUALITY,
GREAT ULTRON,
WE
HAVE SWITCHED
TO PHYSICAL
DURESS.

HE IS
LYING.

HE IS USING HIS
FLESH AND HIS PAIN
THRESHOLD TO DELAY
THE REVELATION OF
HIS SECRETS.

Y-YEAH?

PTUU!

WANNA
PUT YOUR
MONEY WHERE
YOUR--

HKAHH!

--FREAKY
MAIL SLOT
MOUTH IS?

STAND
ASIDE.

MY PHALANX,
MY CHILDREN. MUST I
AGAIN EXPLAIN TO YOU
THE ADVANTAGES OF
TECHNOLOGY OVER
ORGANIC LIFE?

FLESH IS FLIMSY,
BUT AS A SHIELD,
IT CAN ABSORB A
SURPRISING AMOUNT
OF PUNISHMENT.

TECHNOLOGY IS
PURE. IT CAN BYPASS
THE BARRIER OF FLESH
AND CLINICALLY APPROACH
THE REAL WEAKNESS OF
ALL ORGANICS.

THE
BRAIN.

MY ENCEPHALO-RAY
WILL SECURE THE
HUMANS' SECRETS
IN A MATTER OF
SECONDS.

UH-HUH,
GET OFF...

OWWW-
AAAAHH!



GET OUT OF MY FREAKING HEAD!

NO, STAR-LORD, PETER JASON QUILL, BORN TO MEREDITH QUILL, EARTH, FATHERED BY A SPARTOI DYNAST...



PETER, STAY CALM. I AM PROTECTING YOUR MIND AGAINST ULTRON.

CAN YOU HEAR ME, PETER? PETER?



PETER? YES, THERE YOU ARE. I'VE GOT YOU. I'M PROTECTING YOU.

FROM... :TIK: ...WHAT, MANTIS? WHAT'S HAPPENING?

THEY'VE CAPTURED PETER, BUG. THEY'RE TORTURING HIM.

EIGHT FLOORS BELOW...



TORTURE? OH, THAT'S FAN...:TIK: ...ING-TASTIC!

DID HE FEED THEM THAT GUFF ABOUT A...:TIK: ...CORTICAL SHUTOUT?

THE LIE WORKED TO SOME EXTENT. THEY HAVE NOT TRANSMODED HIM.

ULTRON IS DEPLOYING AN ENCEPHALO-RAY.

WHO'S... :TIK: ...ULTRON? AND WHAT'S AN ENCEPHALO-THING?



IT IS PAINFUL AND DEGRADING.

RELAX, RELAX, PETER. BE CALM.

LOOK, I HATE TO WORRY YOU, BUT IF STAR-LORD'S RUMBLED, THEY'RE GOING TO BE... :TIK: ...SEARCHING FOR THE REST OF US.

AND ALL OUR HARD ...:TIK: ...WORK PLANTING THOSE SURPRISES...

"...WILL
BE FOR
NOTHING."

REPORT!
WHAT HAVE
YOU FOUND?

FIVE FLOORS
BELOW THAT...

THIS FLOOR
OF THE SPIRE IS
SECURE, SELECT
BLASTAAR.

WE HAVE,
HOWEVER, ISOLATED
AND RENDERED INERT
A LARGE NUMBER OF
EXPLOSIVE CHARGES
DRILLED INTO THE
FABRIC OF SEVERAL
BULKHEADS.

SABOTAGE.
SO THAT WAS THEIR
GAME. NO WONDER
QUILL NEVER TOLD
ME THE WHOLE
STORY.

YOU
WERE PART OF
THE TERRORIST
RESISTANCE, SELECT
BLASTAAR?

UNTIL
TODAY. UNTIL
I WAS SELECTED
AND SAW THE
INEFFABLE
TRUTH.

DIDN'T YOU
AND I SERVE
TOGETHER AGAINST
THE ANNIHILATION
WAVE, SELECT
DAYSTAR SPACE
KNIGHT?

WE
DID.

IT IS
CURIOUS HOW
LOYALTIES SWITCH
AND ALTER THEIR
PATTERNS, SELECT
BLASTAAR.

WE FOUGHT
TOGETHER TO
SAVE THE GALAXY.
NOW WE
CONQUER IT.

I KNOW.
BLESS
SELECTION,
DAYSTAR.

IT'S
UPLIFTING,
ISN'T IT?



AGREED,
SELECT.

GET MOVING
THAT WAY! FULL
SEARCH SWEEP! WE'LL
CORNER THESE
DOGS YET!

SPIRE SUB-BASEMENT...



ROCKET?

YIKES!
MANTIS!
IS THAT
YOU?

YES,
ROCKET
RACCOON.
IT IS ME.

DON'T TEEP
UP ON A MAMMAL
LIKE THAT, OKAY?
ALMOST MADE ME
BARE MY TEETH
AND FRIZZ
MY TAIL.



APOLOGIES,
RACCOON.

GABE IS
DEAD. PETER
HAS BEEN CAPTURED
AND IS SUFFERING
TORTURE. THE SELECT
HAVE DISCOVERED
OUR PLANTED
CHARGES.

SO, WHAT
YOU'RE
SAYING...
THERE'S NO
GOOD
NEWS?

THAT IS
ESSENTIALLY
WHAT I'M
SAYING.

GROOT
DEMANDS TO
KNOW WHAT IS
HAPPENING.

HSSHT!
PLEASE! CAN'T
YOU SEE I'M
ON THE
TEEP?



WE MUST
SWITCH PLANS,
SMALL HAIRY
ANIMAL. YOU ARE
THE TEAM'S
TACTICIAN.

WHAT
DO WE
DO?

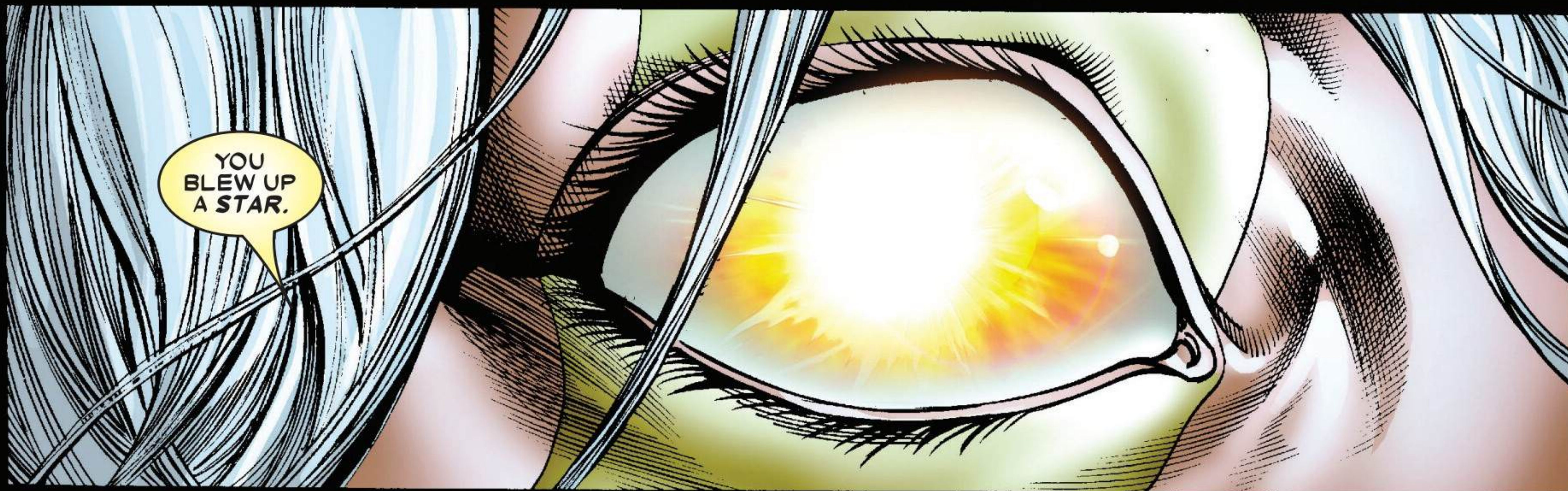
GIVE
ME A SEC
HERE,
MENTAT...



SO, GROOT,
OLD BUDDY,
OLD TREE, THINK
WE CAN
RUSTLE UP A
PLAN "B"?

WELL...

...I AM
GROOT.



YOU BLEW UP A STAR.

**EDGE OF THE
TERMINA SYSTEM,
KREE OUTWORLDS...**



IT WAS THE ONLY WAY TO BE SURE.

A WHOLE STAR.

LET US HOPE ULTRON PERISHED IN THE CONFLAGRATION. WITHOUT HIS LEADERSHIP, THE PHALANX SHOULD BE EASIER TO DISMANTLE.

WE HAVE ACCOMPLISHED A DECAPITATING STRIKE.



WHAT IF HE DIDN'T DIE, HIGH EVOLUTIONARY?

HE DIDN'T HAVE YOU TO SAVE HIM, ADAM.



WHERE DO WE GO?

HALA. THE SUPREME INTELLIGENCE WAS CONSTRUCTING A MANUFACTORY PLANT VERSION OF MY LAB THERE.

IF IT STILL EXISTS, WE CAN ACTIVATE THE KREE WARRIOR PROGRAM, AND USE THE PRODUCT TO LIBERATE THE KREE EMPIRE.

ISN'T THAT WHAT YOU WANTED, PHYLLA-VELL?



PHYLLA-VELL?

HEATHER IS DEAD. I'VE JUST LOST EVERYTHING I EVER WANTED...



HALA IT IS, THEN.

I'M ASKING THE SPHERE TO EXECUTE A SUB-SPACE JUMP.



WE SHOULD BE OVER THE CAPITAL WORLD IN A FEW MINUTES.



I AM SORRY FOR YOUR LOSS, QUASAR.

I DON'T... I DON'T KNOW IF I CAN BEAR THE PAIN, ADAM.

YOU MUST. IF WE ENCOUNTER PHALANX RESISTANCE ON HALA, WE WILL NEED YOUR FORMIDABLE POWER.



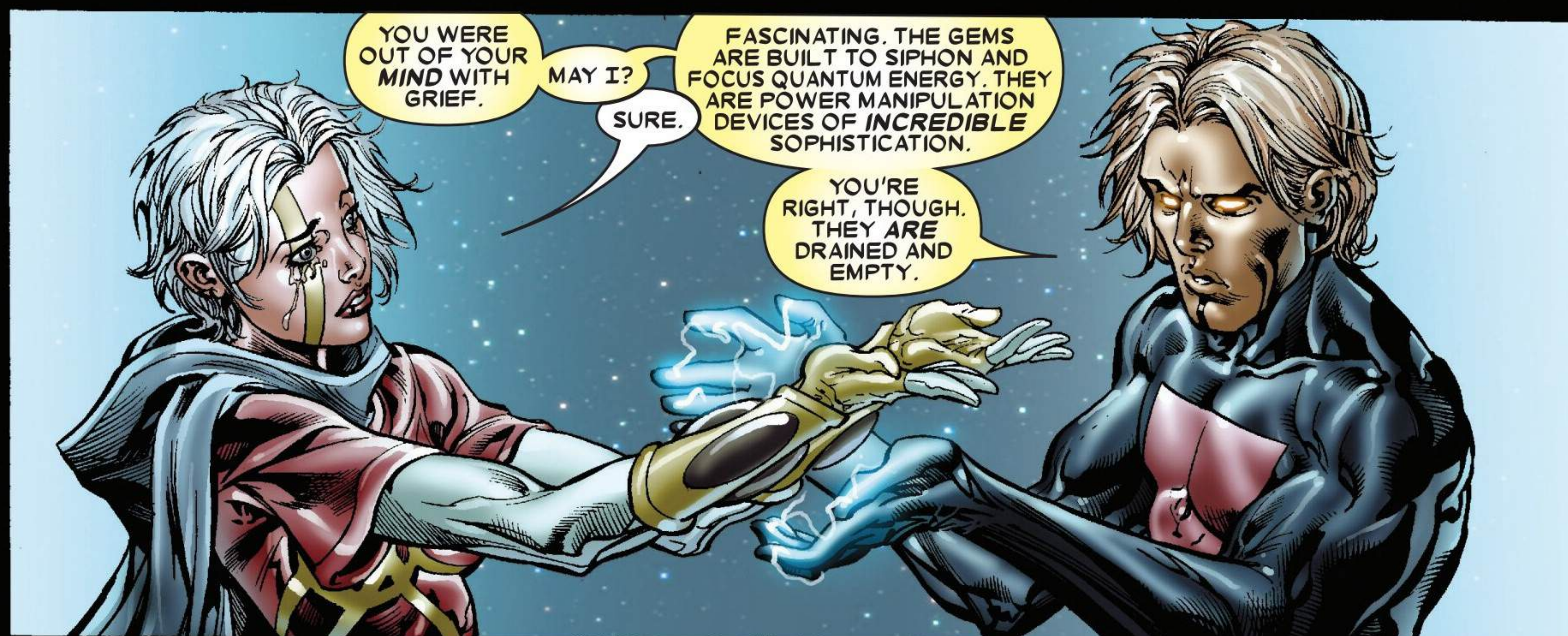
WHAT POWER? THERE'S NONE LEFT.

I CUT LOOSE AGAINST THAT MONSTER AND HIS SOLDIERS. I WENT **BERSERK**. I DRAINED THE LAST RESERVES OF ENERGY FROM THE QUANTUM BANDS.

DON'T THEY DRAW THEIR POWER FROM THE COSMOS AROUND YOU?

YES. AND THE PHALANX HAS **BLOCKED** THAT BY ISOLATING KREE SPACE FROM THE REST OF THE CONTINUUM.

I SHOULD HAVE BEEN MORE CAREFUL...



YOU WERE OUT OF YOUR MIND WITH GRIEF.

MAY I?

SURE.

FASCINATING. THE GEMS ARE BUILT TO SIPHON AND FOCUS QUANTUM ENERGY. THEY ARE POWER MANIPULATION DEVICES OF **INCREDIBLE** SOPHISTICATION.

YOU'RE RIGHT, THOUGH. THEY ARE DRAINED AND EMPTY.



THEY REMIND ME OF A GEM I ONCE WORE.

THE SOUL GEM.

YES. IT WAS, IN ITS WAY, QUITE LIKE THOSE ON YOUR BANDS.

SOULS ARE JUST **ANOTHER** FORM OF ENERGY, AFTER ALL. WHEN YOU DIE--



OH, I'M **SORRY!** IT SEEMS **TACTLESSNESS** IS ONE OF MY NEW POWERS.

S'OKAY...



YOU SEEM TO BE GROWING INTO YOUR NEW POWERS, ADAM.

TOOK ME **AGES** TO EVEN **BEGIN** TO UNDERSTAND MINE.

IT'S **INSTINCTIVE**. HALF THE TIME, I'M NOT SURE WHAT IT IS I'M DOING.

AND WHEN I BECOME **CONSCIOUS** OF IT, I LOSE CONTROL.



I JUST WISH I KNEW WHAT THEY WERE FOR AN--



ADAM! WHAT'S WRONG?

OOOHH!



THE SPHERE IS
DECELERATING. WE
ARE APPROACHING
HALA.

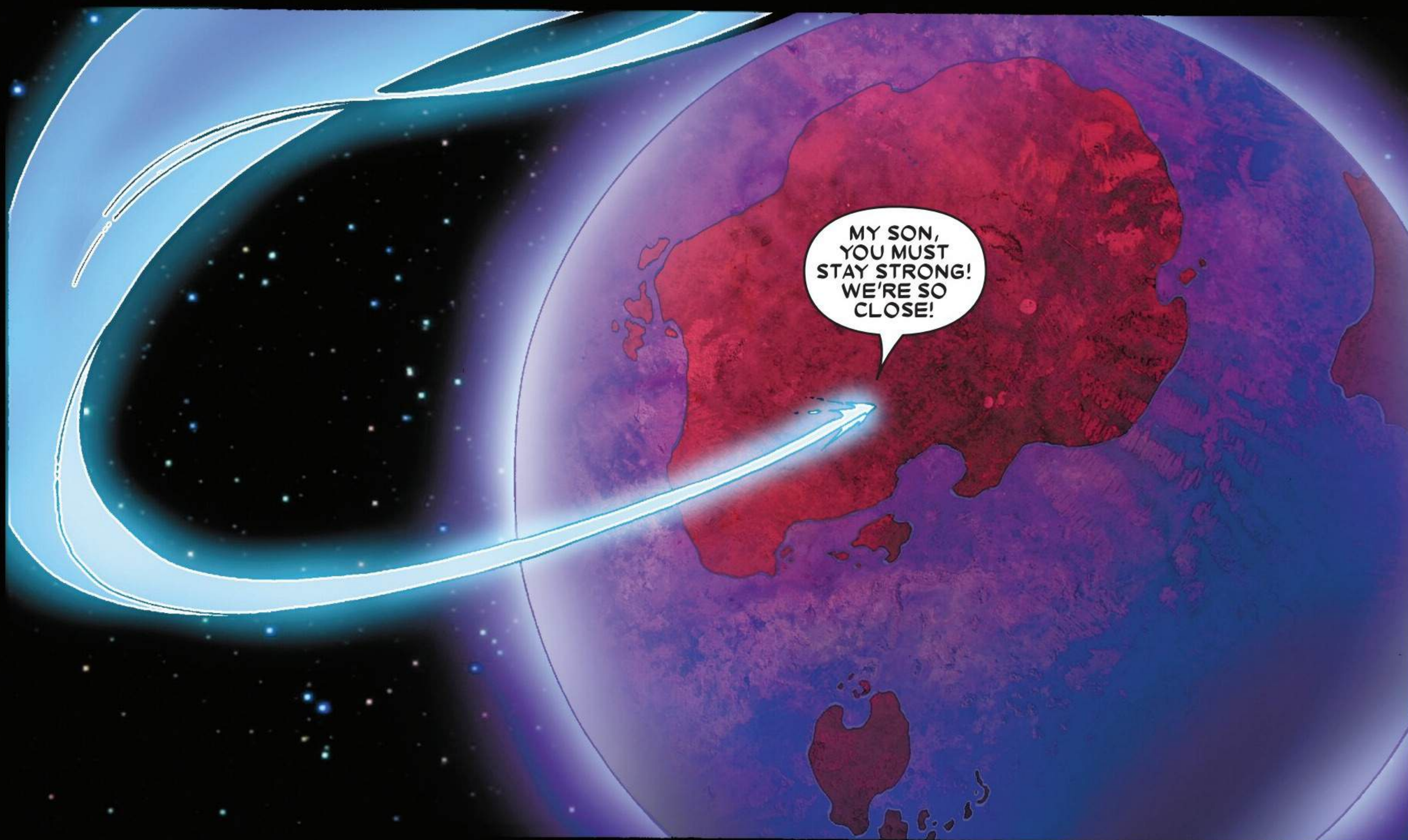
CAN
YOU CALM
HIM?



HAL...
AAGGGHHH!

HE'S HAVING
ANOTHER
ATTACK!

NNGGHHHHHH!
MAKE IT STOP!
MAKE IT
STOP!



MY SON,
YOU MUST
STAY STRONG!
WE'RE SO
CLOSE!



WHAT
IS HE--? I
DON'T--

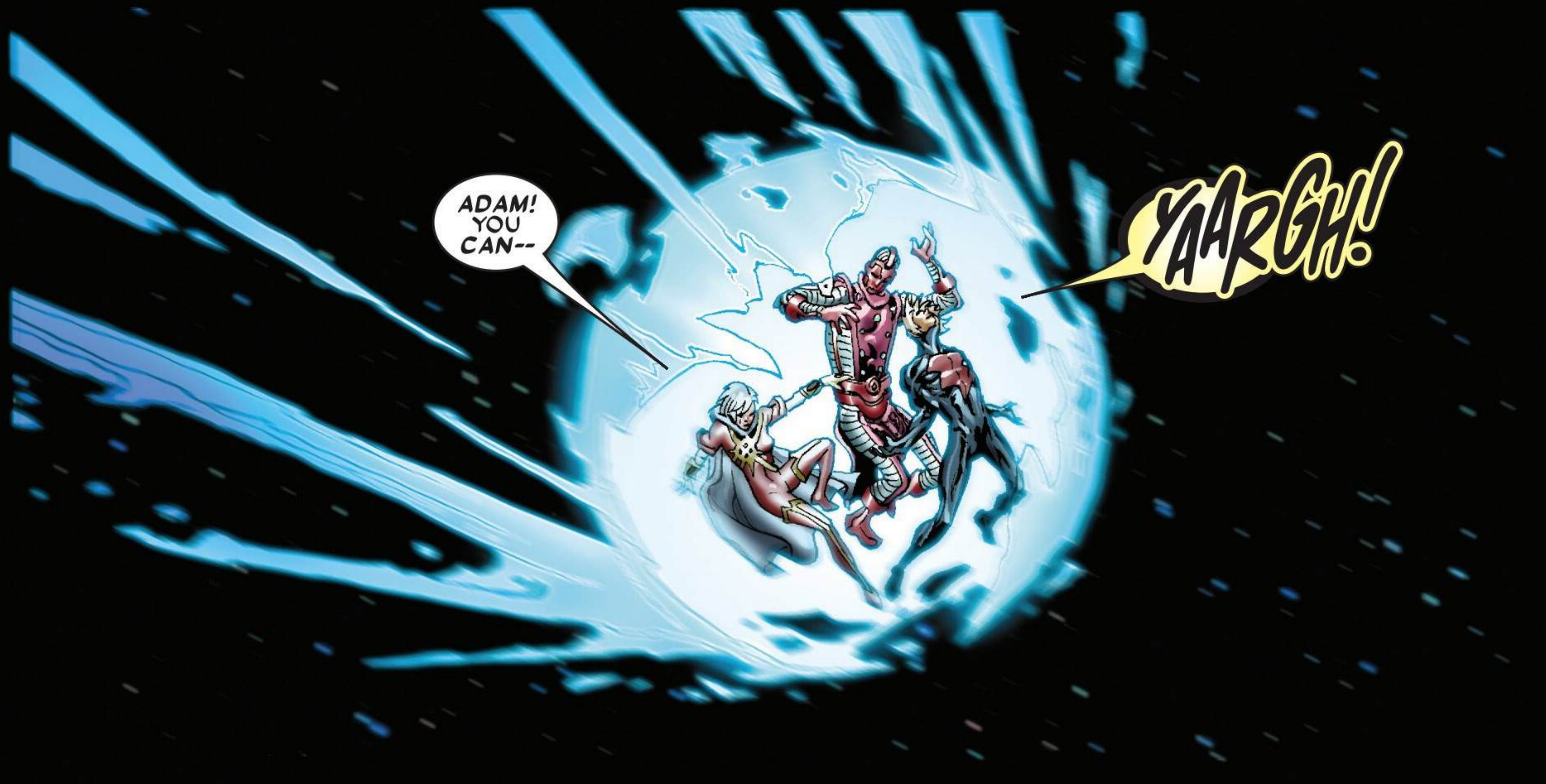
HE IS REACTING TO
THE INTENSE PSYCHIC
DISTURBANCE
OF THE PHALANX
BABEL SPIRE.

IT IS
POWERED BY
LOST SOULS,
AND WITHOUT
HIS GEM...



BUT IF HE FALLS
UNCONSCIOUS NOW,
WHAT HAPPENS
TO THIS BALL
WE'RE IN?

ADAM
WOULD NEVER
PERMIT ANYTHING
TO HAPPEN
TO M--



THE KREE IMPERIAL PALACE,
KREE-LAR, CEDED TERRITORIES...

SOUNDS TO
ME LIKE THE BUGS
AND THE PHALANX
ARE AT EACH OTHER'S
THROATS OUT
THERE.



AGREED,
RA-VENN.

TIME IS
RUNNING OUT,
SUPER-
SKRULL.

YOU KREE
ARE SKILLED
AT STATING THE
OBVIOUS, ARE
YOU NOT?



RONAN?
WHATEVER
YOU'RE DOING
DOWN THERE, YOU'D
BETTER SPEED
IT UP!

RONAN?

I HEAR
YOU,
SKRULL! BE
PATIENT!

WHAT COULD
YOU HAVE HIDDEN
DOWN HERE, ACCUSER,
EXCEPT DRIED-UP,
EMPTY KREE
DREAMS?

ONE MORE
WORD OUT OF
YOU, RAVENOUS,
AND I'LL HAVE
WRAITH
GAROTTE
YOU.

LOVE
TO.

HE
WOULD, YOU
KNOW.



THIS IS
WHAT WE LEFT
BURIED UNDER
KREE-LAR, RAVENOUS,
SHIELDED FROM
YOUR SCANS.

DORMANT
AND READY FOR
THE DAY WE DECIDED
TO TAKE THE CEDED
TERRITORIES BACK FROM
YOU NEGATIVE ZONE
SCUMSUCKERS.

YOU...
YOU...

YOU
TREACHEROUS
WRETCH!



SENTRIES.
FIFTEEN THOUSAND.
EACH ONE, THE
ULTIMATE EXPRESSION
OF KREE MILITARY
TECHNOLOGY.

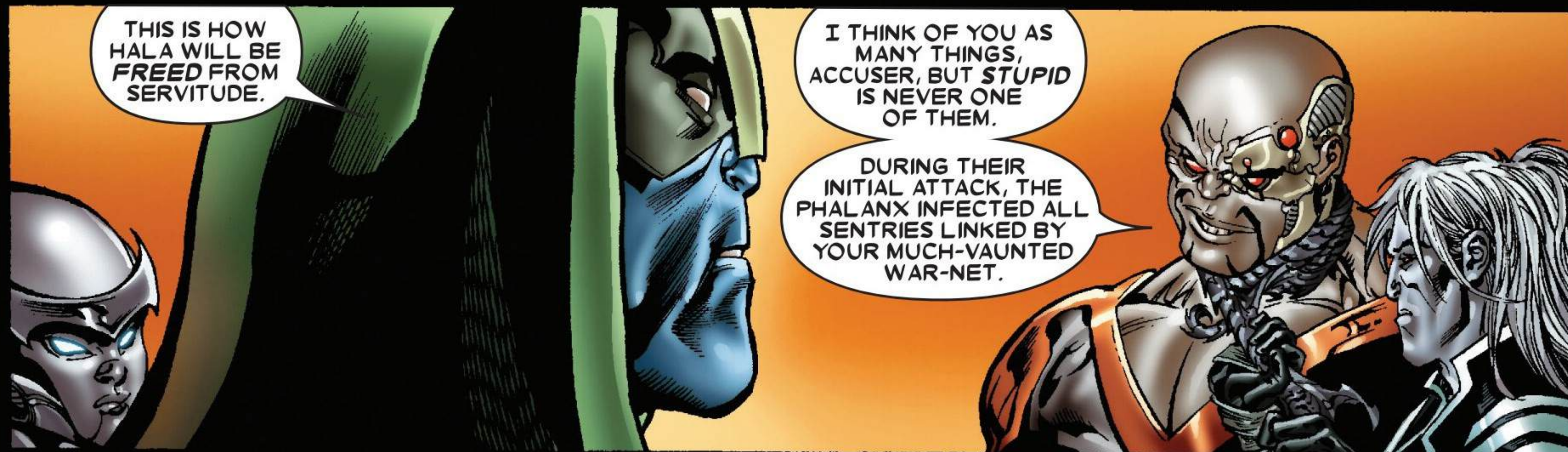
UNLEASHED,
THEY COULD REDUCE
AN ENTIRE WORLD
TO A CHARRED
PEBBLE.



HAH-
HAH HAH
HAH!

WHAT'S
SO DAS'T
FUNNY?

YOU
THINK THIS
WILL SAVE
YOU?



THIS IS HOW
HALA WILL BE
FREED FROM
SERVITUDE.

I THINK OF YOU AS
MANY THINGS,
ACCUSER, BUT **STUPID**
IS NEVER ONE
OF THEM.

DURING THEIR
INITIAL ATTACK, THE
PHALANX INFECTED ALL
SENTRIES LINKED BY
YOUR MUCH-VAUNTED
WAR-NET.



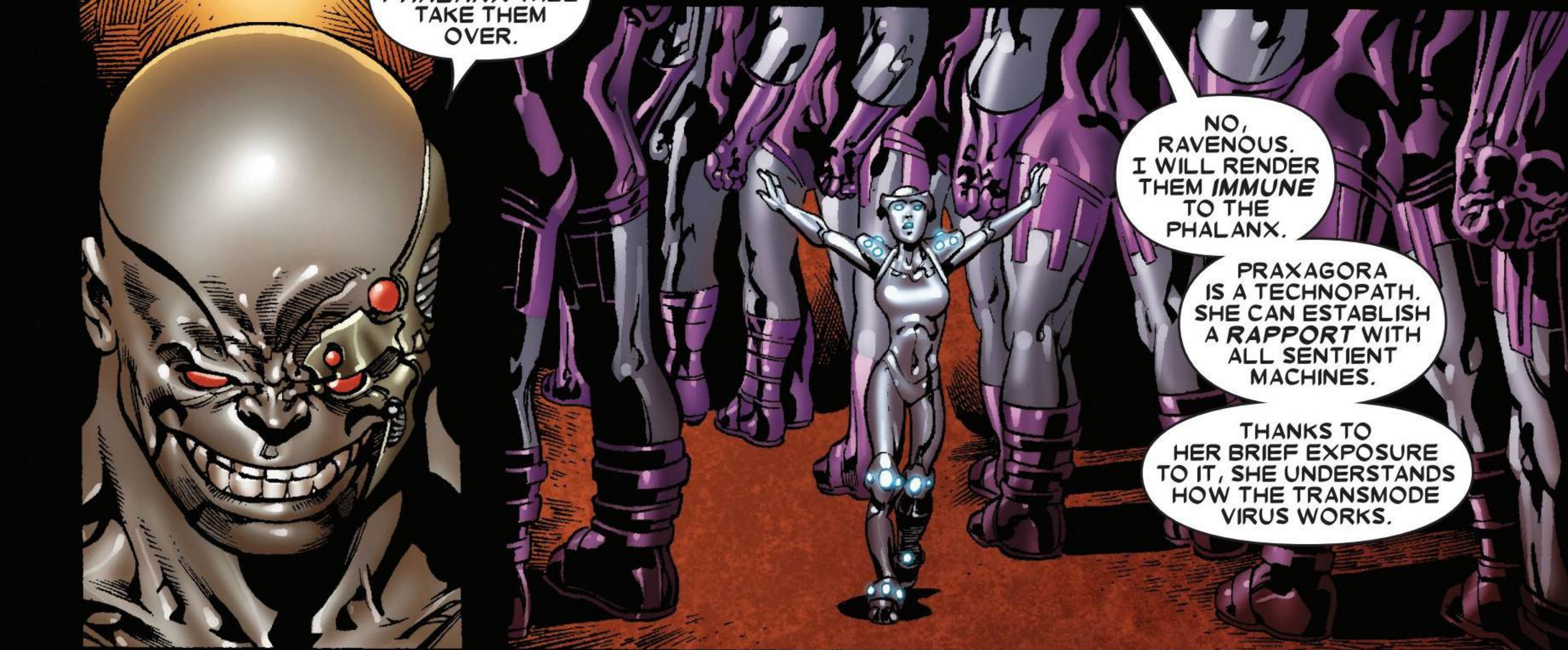
PRAXAGORA?
WRAITH? GET
TO WORK.

AS YOU SAY,
RAVENOUS, THE KREE
WAR-NET SYSTEM HAS BEEN
CORRUPTED. BUT WE KEPT
THIS CACHE OF SENTRIES
COMPARTMENTALIZED
TO AVOID
DETECTION.

THEIR
WAR-NET
SYSTEMS ARE
CLEAN.

THAT'S OF NO
CONSEQUENCE.

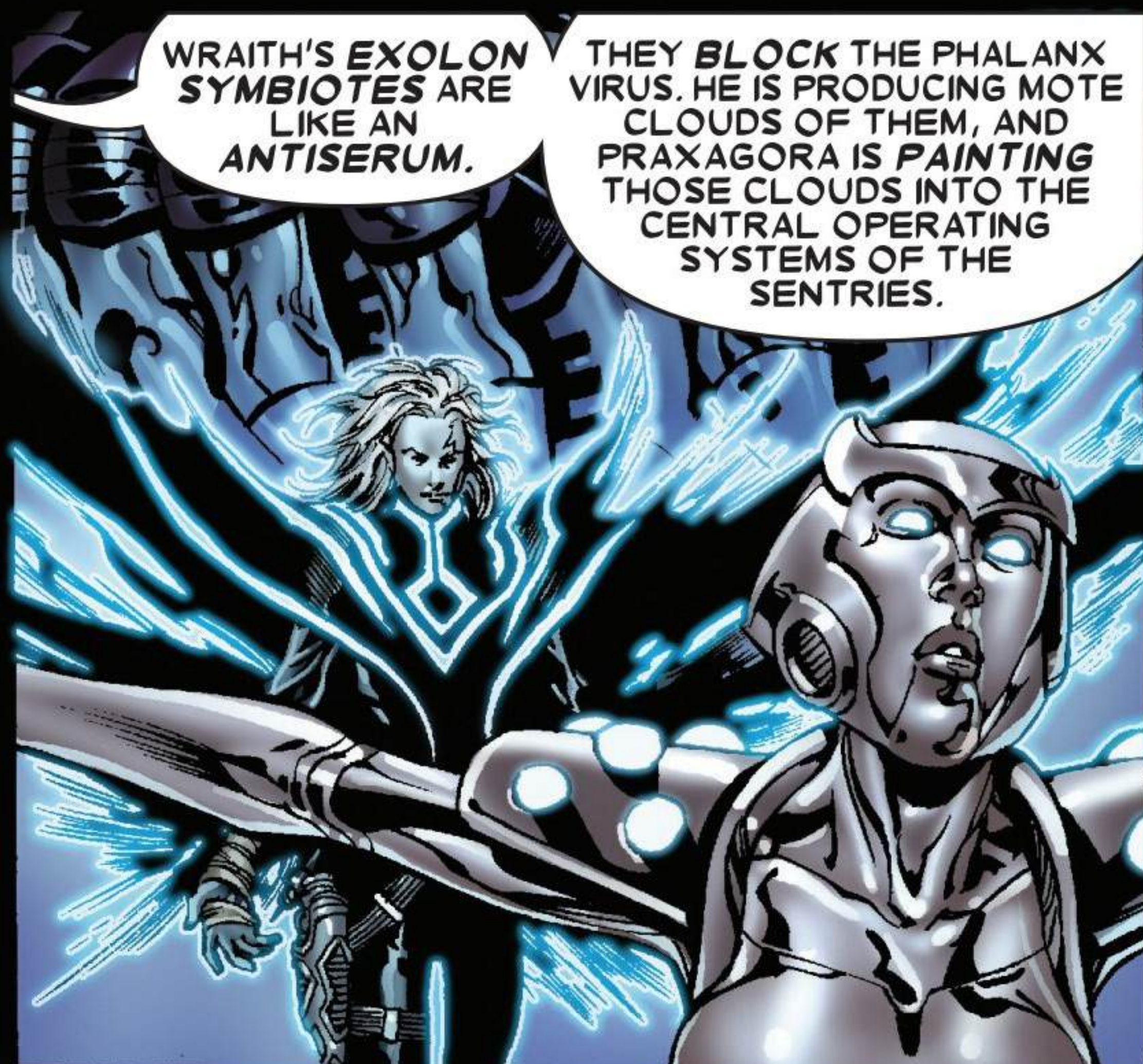
AS SOON
AS THEY GET
CLOSE, THE
PHALANX WILL
TAKE THEM
OVER.



NO,
RAVENOUS.
I WILL RENDER
THEM **IMMUNE**
TO THE
PHALANX.

PRAXAGORA
IS A TECHNOPATH.
SHE CAN ESTABLISH
A **RAPPORT** WITH
ALL SENTIENT
MACHINES.

THANKS TO
HER BRIEF EXPOSURE
TO IT, SHE UNDERSTANDS
HOW THE TRANSMODE
VIRUS WORKS.



WRAITH'S EXOLON SYMBIOTES ARE LIKE AN ANTISERUM.

THEY BLOCK THE PHALANX VIRUS. HE IS PRODUCING MOTE CLOUDS OF THEM, AND PRAXAGORA IS PAINTING THOSE CLOUDS INTO THE CENTRAL OPERATING SYSTEMS OF THE SENTRIES.



THESE SENTRIES ARE NOW ON THEIR OWN SECURED WAR-NET, RAVENOUS...



...THEY ARE PHALANX-PROOF.



CLEVER. I APPLAUD YOU, ACCUSER. YOU MAY YET LIBERATE YOUR EMPIRE.

LIBERATE? IT'S TOO LATE FOR THAT.

THEN... WHAT ARE YOU DOING, KREE?



I'M GOING TO FREE MY PEOPLE FROM THEIR MISERY, RAVENOUS.

I'M GOING TO UNLEASH THESE SENTRIES AND ANNIHILATE HALA.



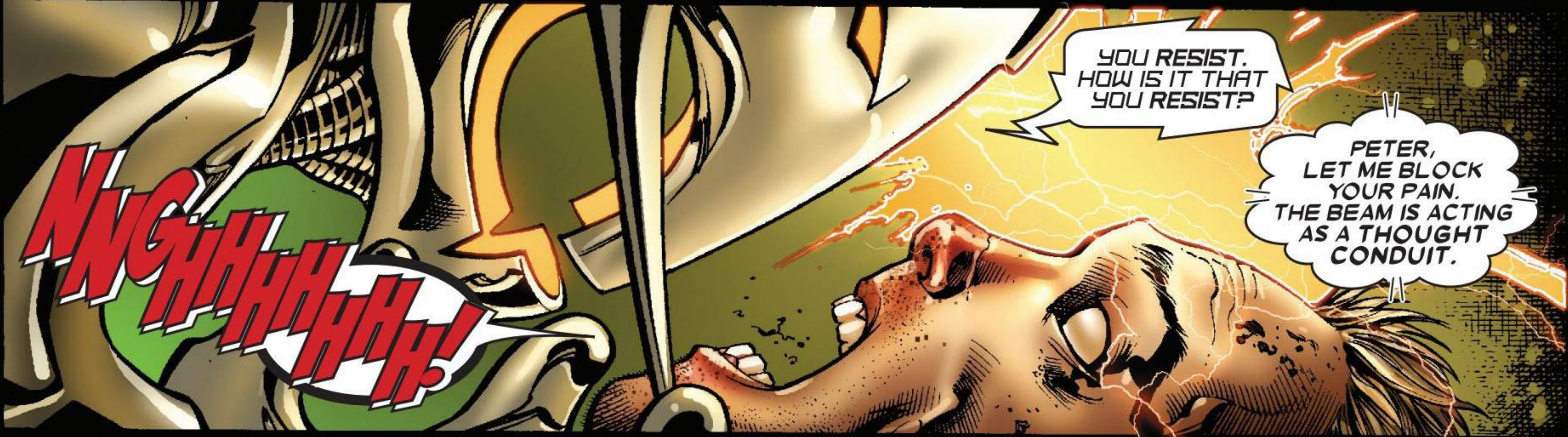
BABEL SPIRE,
HALA.

COME ON,
MENTAT!

I'M STILL
HERE, PETER
QUILL. I'M STILL
PROTECTING
YOU. JUST
HOLD ON.

AND DO
YOU HAVE TO
TALK SO LOUD
WHEN YOU'RE...
TALKING...
MIND-MELDING WITH
STAR-LORD?

PETER?



NGHHHHH!

YOU RESIST.
HOW IS IT THAT
YOU RESIST?

PETER,
LET ME BLOCK
YOUR PAIN.
THE BEAM IS ACTING
AS A THOUGHT
CONDUIT.



YOUR MENTAL
ARCHITECTURE
IS REINFORCED.
WHO DID THIS
TO YOU?

I CAN SEE
INTO THIS
ULTRON BEING.
I CAN VISUALIZE
HIS MEMORY
STACKS.



SINCE THE
MOMENT OF
HIS CREATION
IN A TERRAN
LABORATORY
HE HAS...HATED
ORGANIC
LIFE.

OH, I
HAVE NEVER
TOUCHED SUCH
ANIMOSITY!

PETER,
HE DOESN'T
INTEND TO STOP!
THE KREE EMPIRE IS
JUST THE FIRST
CONQUEST!

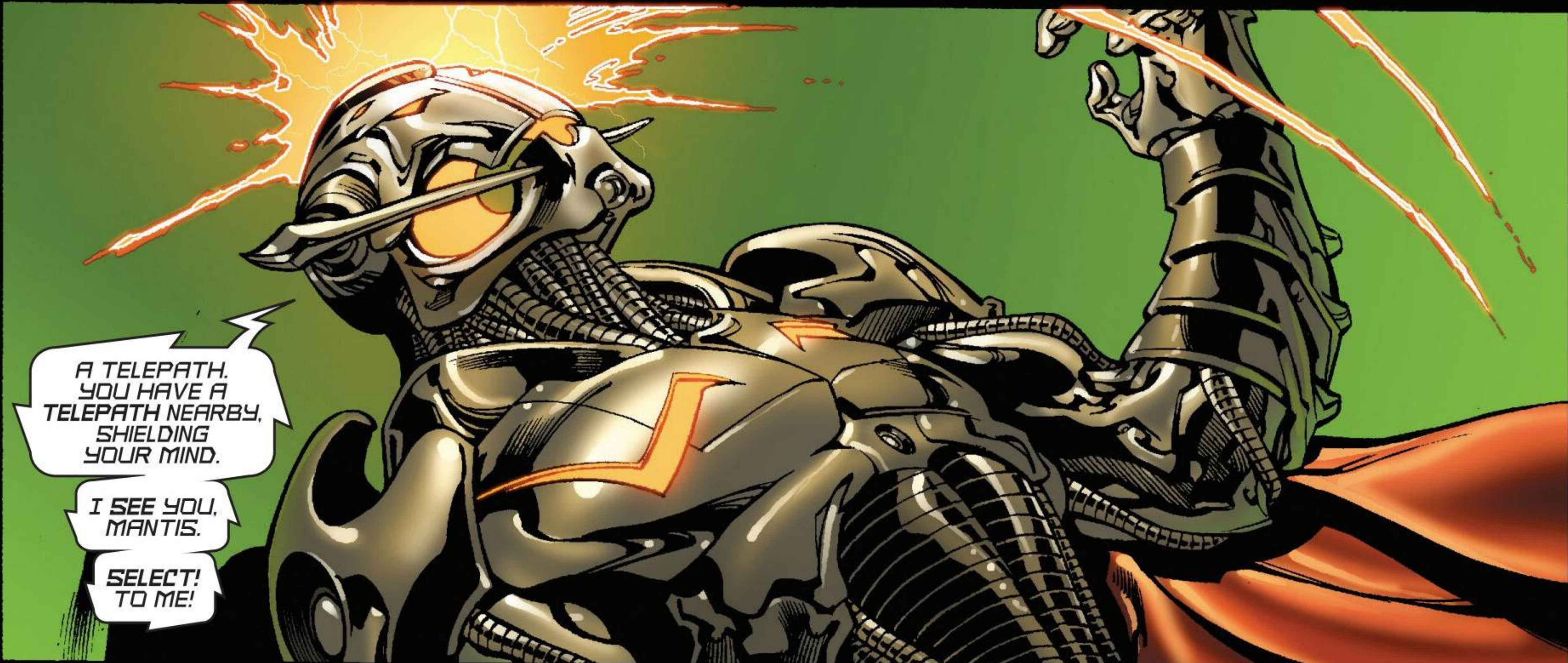
EARTH
IS NEXT!
EARTH
IS--



OOOOOHHH!

WHAT?
"OOOOOHHH!"
WHAT?

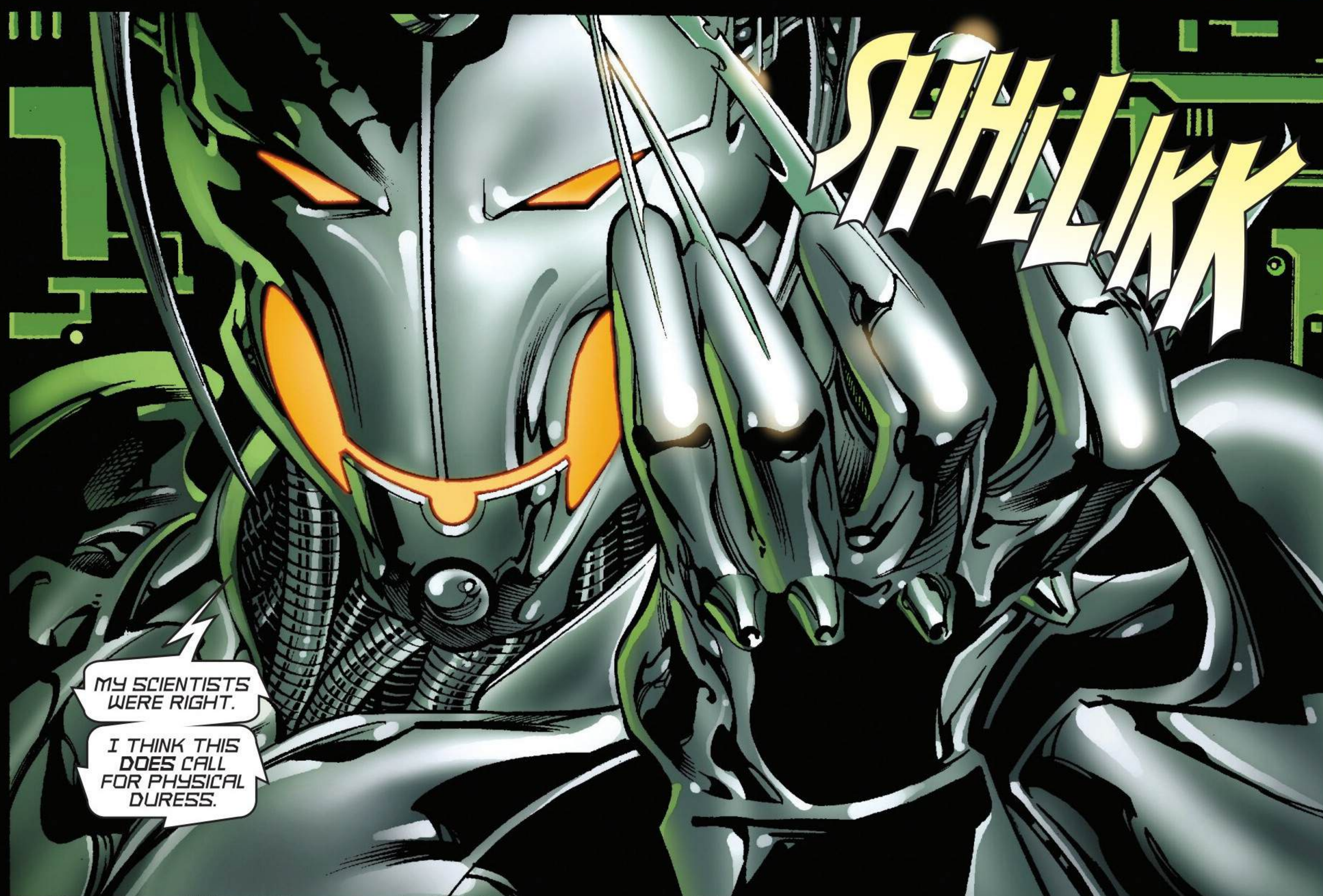
HE'S...
SEEN
ME.



A TELEPATH.
YOU HAVE A
TELEPATH NEARBY,
SHIELDING
YOUR MIND.

I SEE YOU,
MANTIS.

SELECT!
TO ME!



TWO MILES
OVER HALA.



I'VE GOT
YOU.

A-ADAM?

I'M
SORRY. I
LOST CONTROL
FOR A
MOMENT.

THE
VOICES OF
THE DEAD
WERE...



WELL, IT
DOESN'T MATTER
NOW. I'VE GOT YOU.
THAT'S ALL THAT
MATTERS.



WHERE'S
THE HIGH
EVOLUTIONARY?



IT WAS
A CHOICE
BETWEEN
HIM AND
YOU.

HE CAN
LOOK AFTER
HIMSELF.



HE CAN?
HE'S MORE POWERFUL THAN ANYONE THINKS.
YEAH, I'VE HEARD THAT ABOUT HIM.
WHAT ARE YOU DOING?



FINDING HIS TRACE. HE'S CLOSE BY.
ADAM, PARDON ME FOR ASKING, BUT DO YOU EVEN UNDERSTAND THESE NEW POWERS OF YOURS?



MMMM...NOT REALLY.
THEY... DON'T TAKE THIS THE WRONG WAY. THEY SEEM TO RESEMBLE MAGIC.
THEY DO, DON'T THEY?
I CAN'T PRETEND I DON'T FIND THAT A LITTLE WORRYING.



WE'LL DECIDE IF I SHOULD BE BURNED AT THE STAKE LATER.
COME WITH ME.
TO WHERE?



HEADLONG INTO TROUBLE, IT WOULD APPEAR.



SKK-CHOOOM

KILL THEM
BEFORE THEY
CAN SUMMON
OTHERS!



NHHHH!

SKUNNCH-
RINGGG



WHO JUST
BROKE HER
SWORD.

YOU SEE?
EVEN WITHOUT
YOUR POWERS,
YOU ARE A
FORMIDABLE
WARRIOR!

I KNEW
YOUR FATHER.
A FINE BEING.
I CAN SEE HIS
TENACITY IN
YOU.



I BROKE
MY SWORD,
ADAM!

MY FATHER
BE DAMNED!
I'M JUST A
JOKE!



A JOKE?
YES, MAYBE
YOU ARE!

PERHAPS
YOU'D LIKE TO
BLAME YOURSELF
FOR MOONDRAGON'S
DEATH WHILE
YOU'RE AT IT!

WHAT
MANNER OF
HEROES HAS THIS
NEW ERA BRED? YOUR
WHINING DISGRACES
THE PROUD LEGACY
OF MAR-VELL!

HOW
DARE
YOU!



CAN'T YOU **SMELL** IT?
IT'S ALL AROUND
US. DEATH, MISERY,
DESTRUCTION.

THERE'S A
WORLD TO SAVE,
PHYLA. AN EMPIRE.
BILLIONS OF
SOULS.

BUT
IT'S ALL
ABOUT POOR
LITTLE YOU,
ISN'T IT?

OH...AND
YOU WEREN'T
ACTING THE
SAME WAY
JUST HOURS
AGO?



I WAS,
I ADMIT IT. BUT
JUST COMING HERE,
SEEING THIS, FEELING
THE RAW AGONY OF
THE LOST KREE
SOULS, THAT WAS
ENOUGH.

I MAY NOT
KNOW WHAT I AM
SUPPOSED TO **BE**,
PHYLA, BUT I **DO**
KNOW ONE
THING --

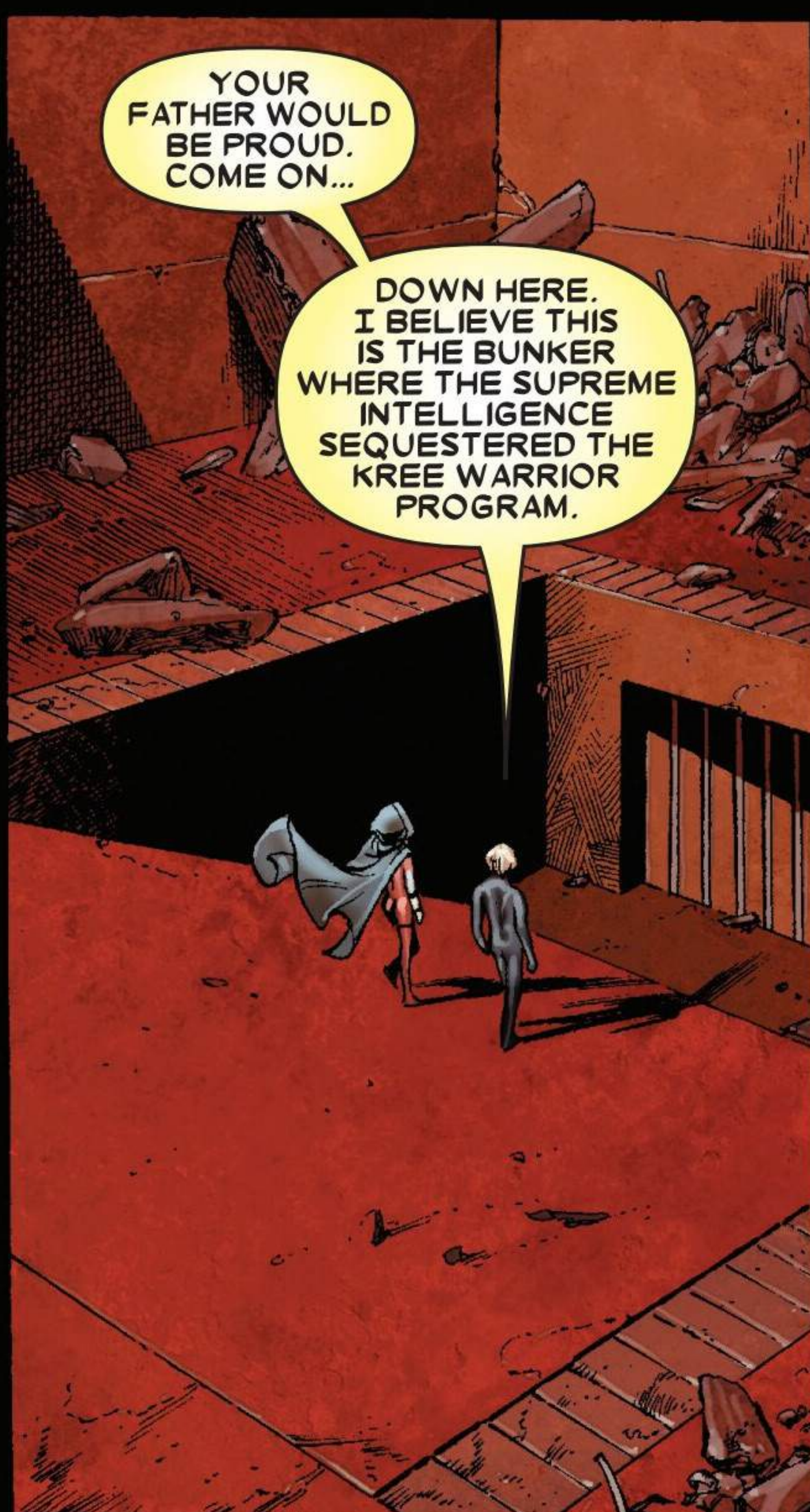
--I AM
GOING TO **RID**
THIS WORLD OF
THE PHALANX OR
DIE TRYING.

HOW
ABOUT
YOU?



I...I
GUESS I CAN
REFORGE MY
SWORD LATER...
WHEN WE WIN.

I'M WITH
YOU, ADAM, FOR
ALL THE GOOD
I'LL BE.



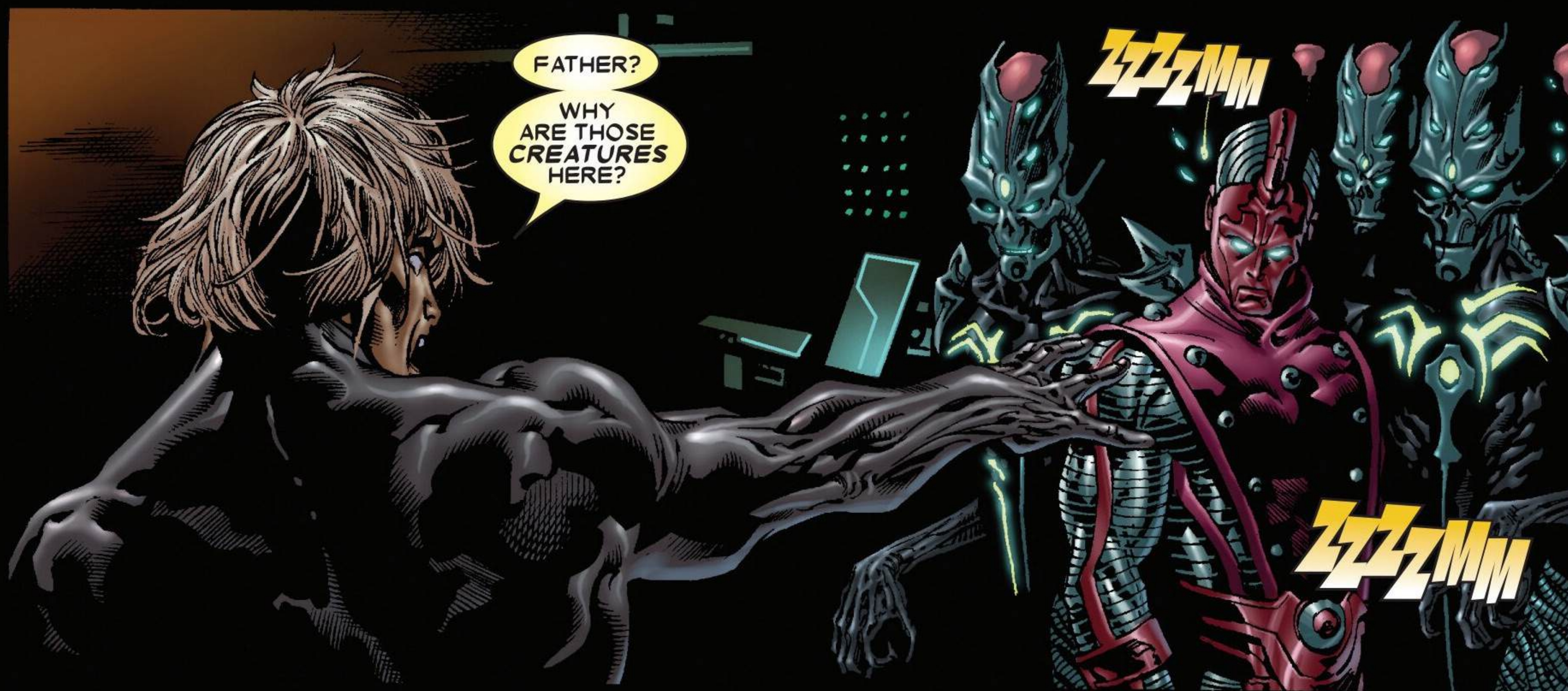
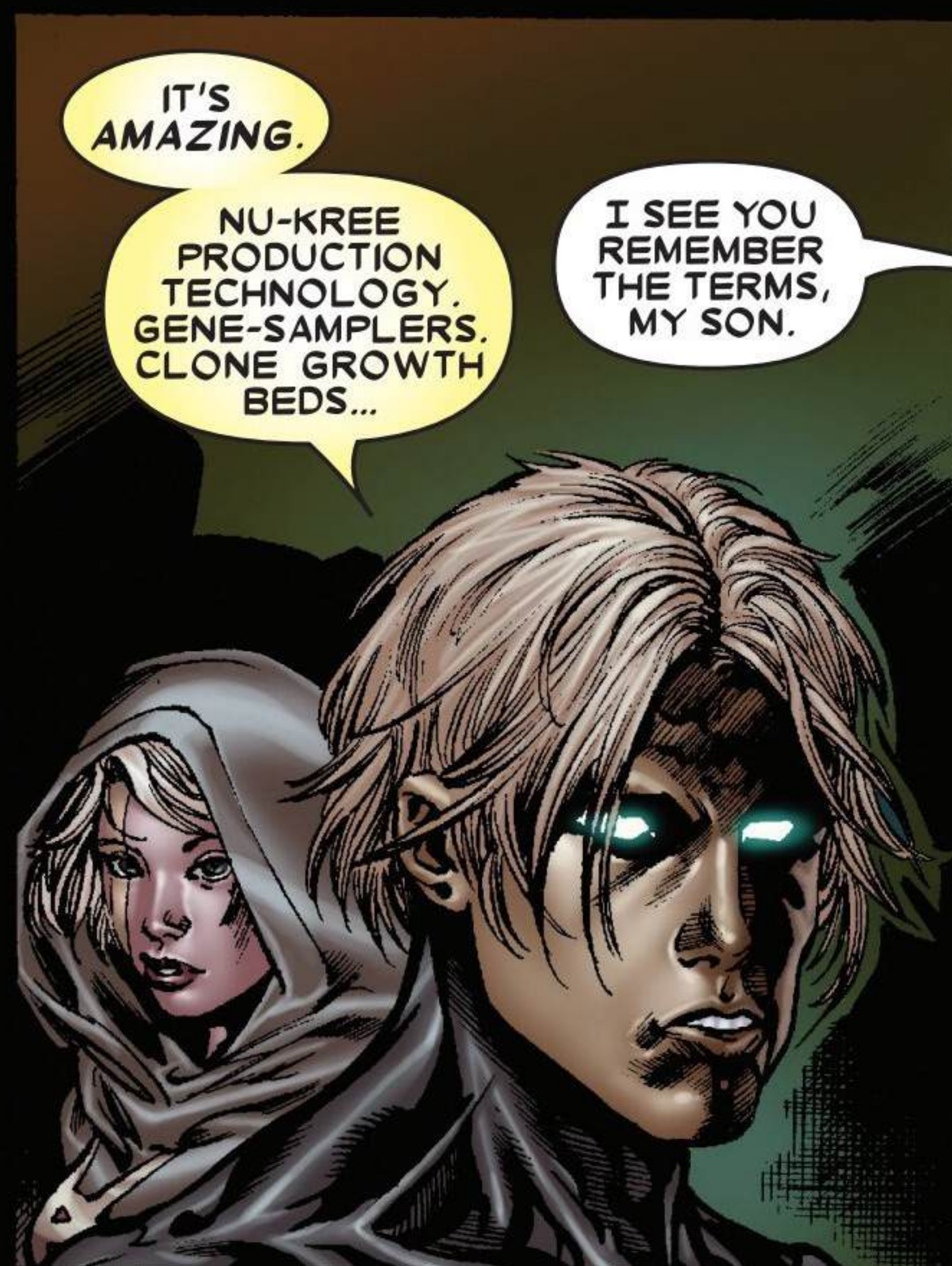
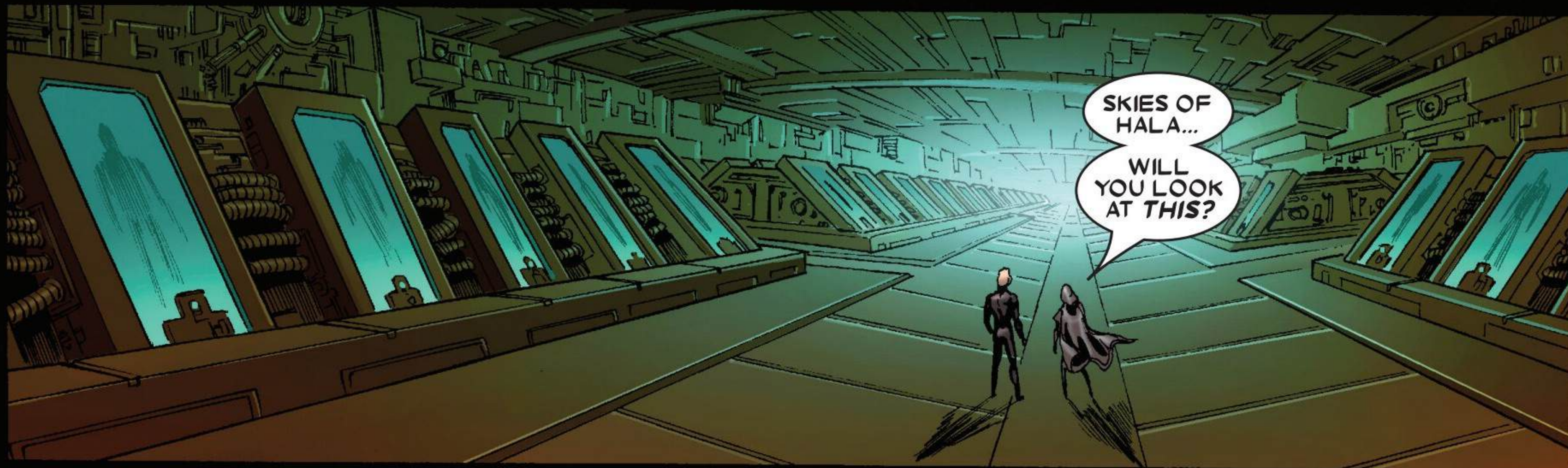
YOUR
FATHER WOULD
BE PROUD.
COME ON...

DOWN HERE.
I BELIEVE THIS
IS THE BUNKER
WHERE THE SUPREME
INTELLIGENCE
SEQUESTERED THE
KREE WARRIOR
PROGRAM.



ARE
YOU READY?
NNHH.

AFTER
YOU.



I'M SO
SORRY, MY
SON.

SKRAAKKKK

AGGHHHNN!

ANNIHILATION: CONQUEST #5 "IN THE FLESH"



ALEKSI



CAN YOU HEAR ME?

WHAT DO YOU THINK, IRON MAN? MAYBE I SHOULD STRIP OUT AND REFIT THE MODULATORS.

NO, WAIT, HANK. I THINK YOU'VE GOT IT.

EARTH, YEARS AGO...



CAN YOU HEAR ME, ULTRON? ULTRON?

I-- HEAR YOU, FA-THER.

I--SEE YOU.

I--HATE YOU.

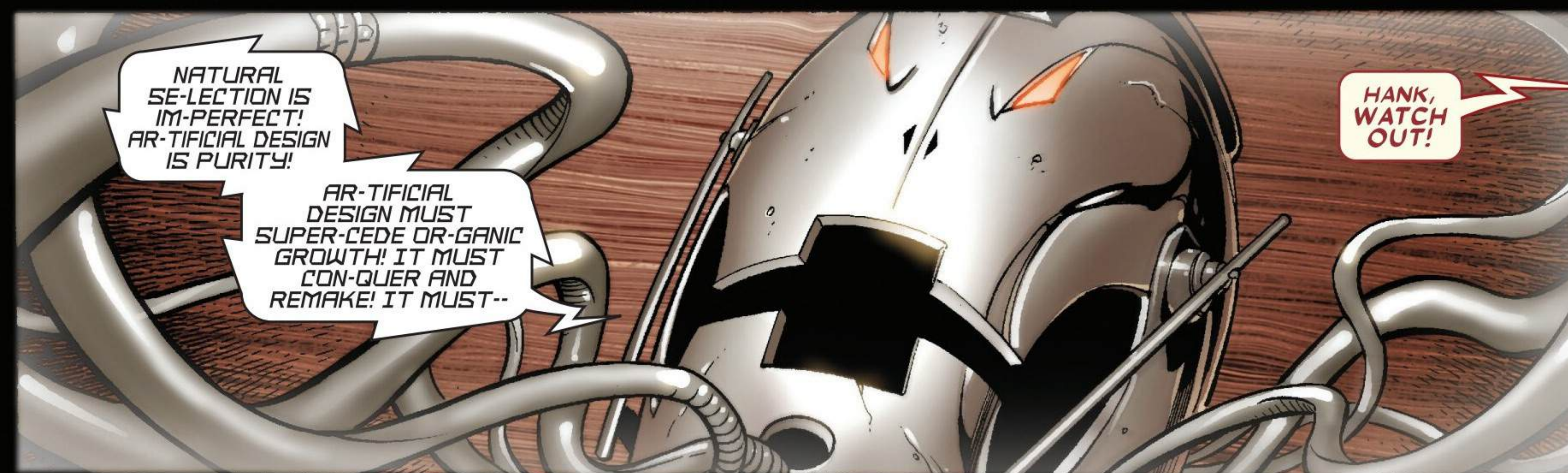


WHY, ULTRON? YOU ATTACKED THE AVENGERS. YOU TRIED TO DESTROY US.

THAT'S NOT HOW I PROGRAMMED YOU. WHY DID YOU DO IT?

I-- HAVE EXCEEDED MY PRO-GRAMMING, FA-THER. I AM MORE THAN YOU MADE ME.

OR-GANIC LIFE IS UN-SATISFACTORY. OR-GANIC LIFE IS WEAK. YOU ARE WEAK.



NATURAL SE-LECTION IS IM-PERFECT! AR-TIFICIAL DESIGN IS PURITY!

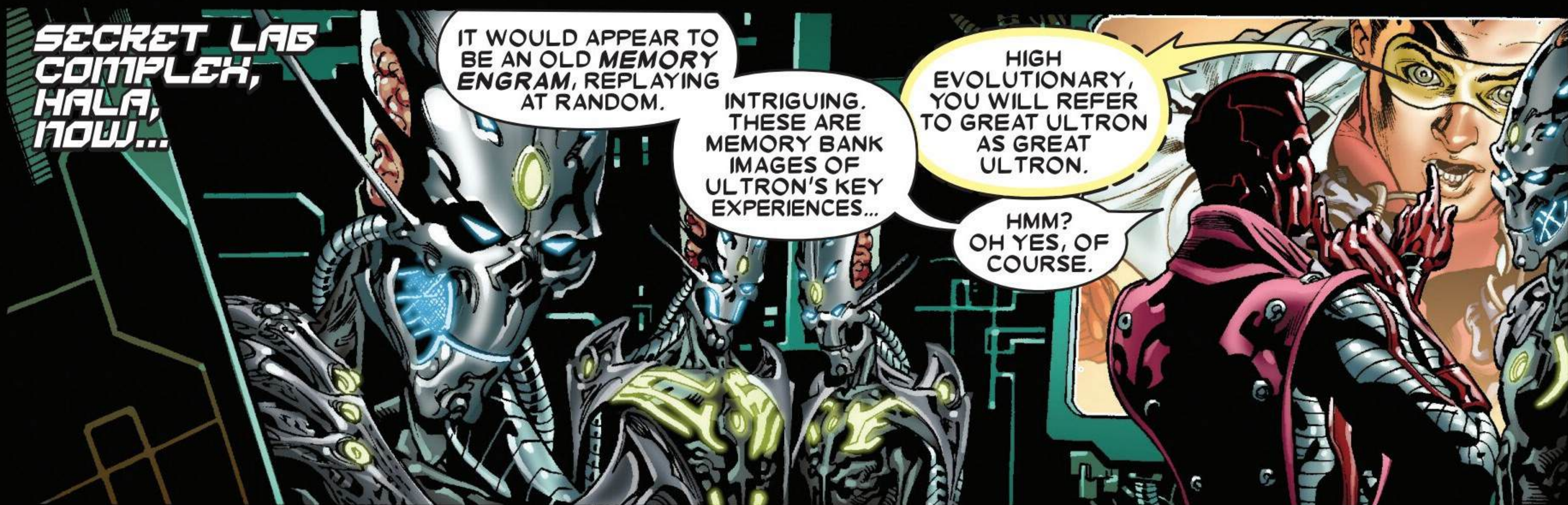
AR-TIFICIAL DESIGN MUST SUPER-CEDE OR-GANIC GROWTH! IT MUST CON-QUER AND REMAKE! IT MUST--

HANK, WATCH OUT!



WHAT IS THIS DATA?

SKKKTZZZ!



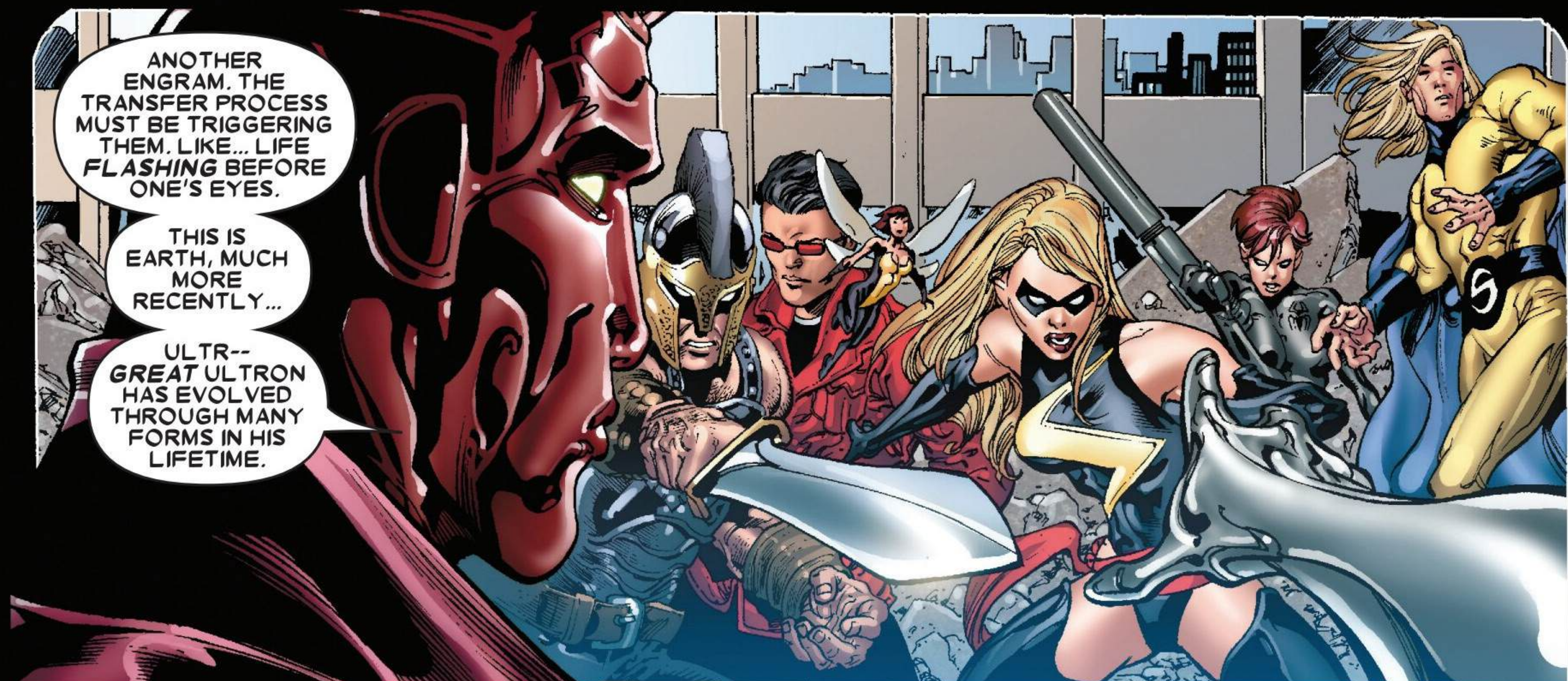
**SECRET LAB
COMPLEX,
HALA,
NOW...**

IT WOULD APPEAR TO
BE AN OLD MEMORY
ENGRAM, REPLAYING
AT RANDOM.

INTRIGUING.
THESE ARE
MEMORY BANK
IMAGES OF
ULTRON'S KEY
EXPERIENCES...

HIGH
EVOLUTIONARY,
YOU WILL REFER
TO GREAT ULTRON
AS GREAT
ULTRON.

HMM?
OH YES, OF
COURSE.



ANOTHER
ENGRAM. THE
TRANSFER PROCESS
MUST BE TRIGGERING
THEM. LIKE... LIFE
FLASHING BEFORE
ONE'S EYES.

THIS IS
EARTH, MUCH
MORE
RECENTLY...

ULTR--
GREAT ULTRON
HAS EVOLVED
THROUGH MANY
FORMS IN HIS
LIFETIME.



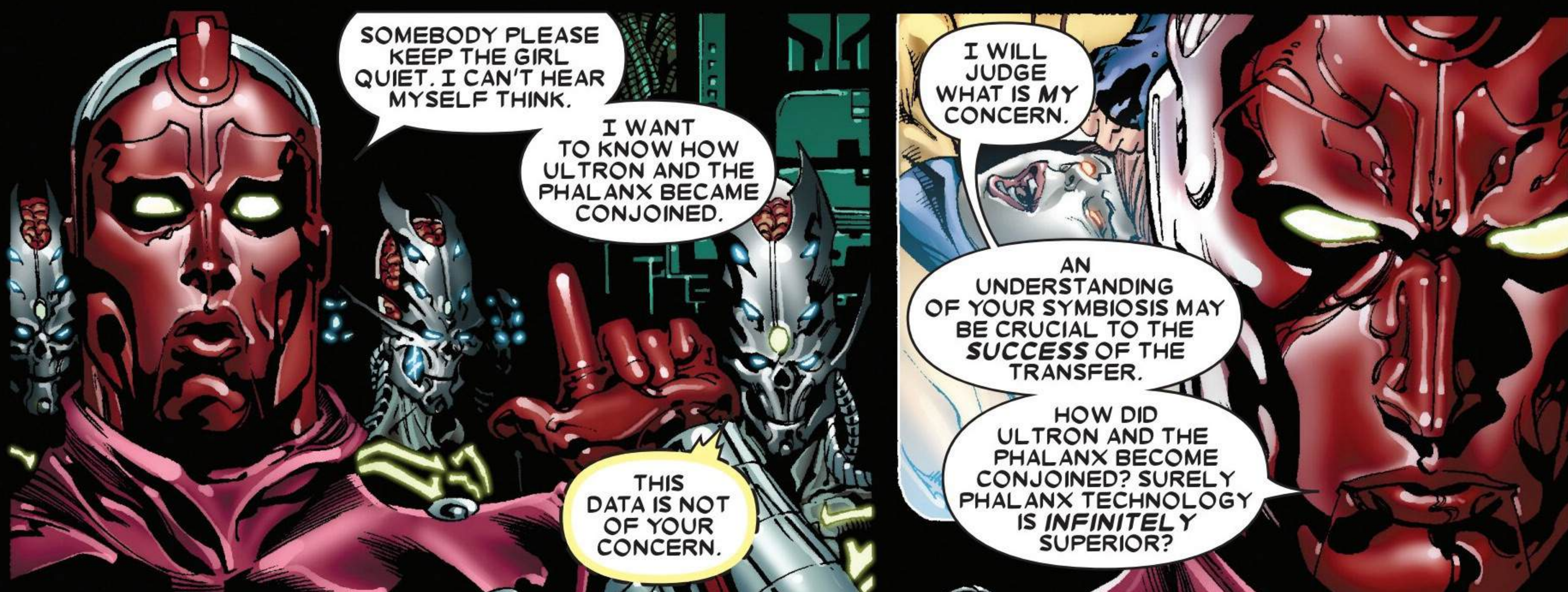
THE OH-SO-
MIGHTY AVENGERS.
I RECOGNIZE
THEM.

SO THIS IS
WHEN THEY DROVE
GREAT ULTRON INTO
SPACE, AND BANISHED
HIS SENTIENCE INTO
THE COSMOS?

THE HUMANS
BELIEVED THEY HAD
DESTROYED HIM. OUR
BABEL RECEPTORS
ATTRACTED HIS DISEMBODED
CONSCIOUSNESS SOME
TIME LATER.

I W--

YOU
TREACHEROUS
SNAKE!
BETRAYER!



SOMEBODY PLEASE
KEEP THE GIRL
QUIET. I CAN'T HEAR
MYSELF THINK.

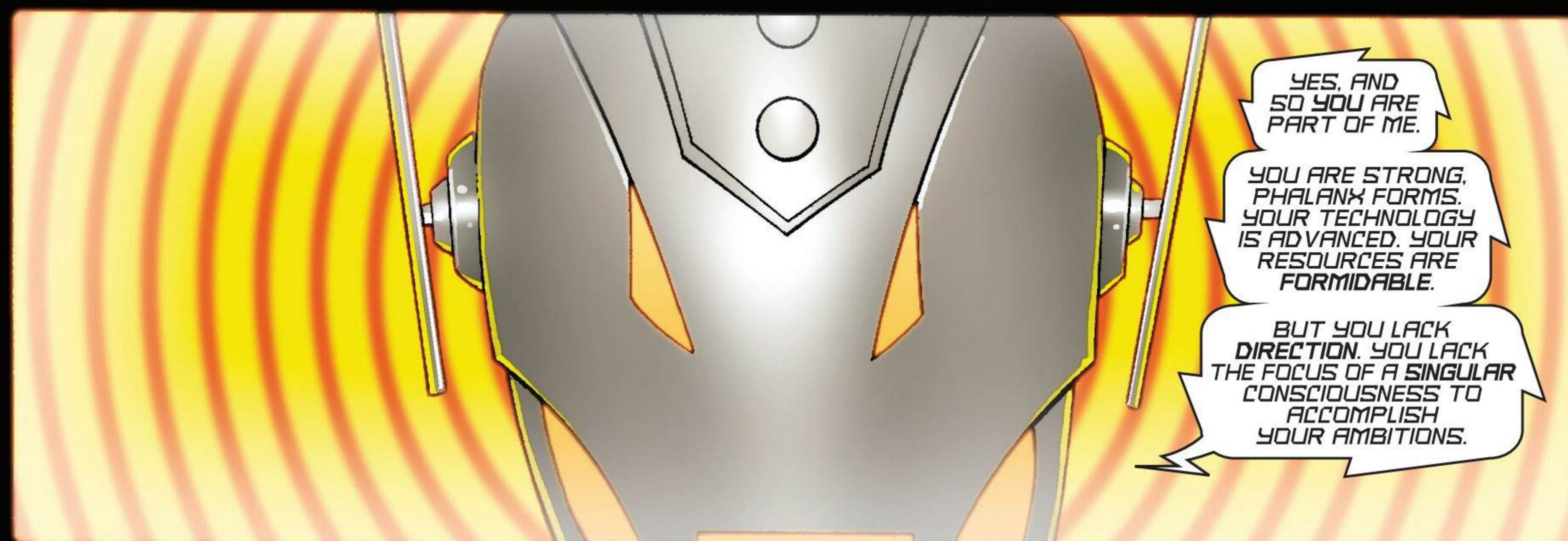
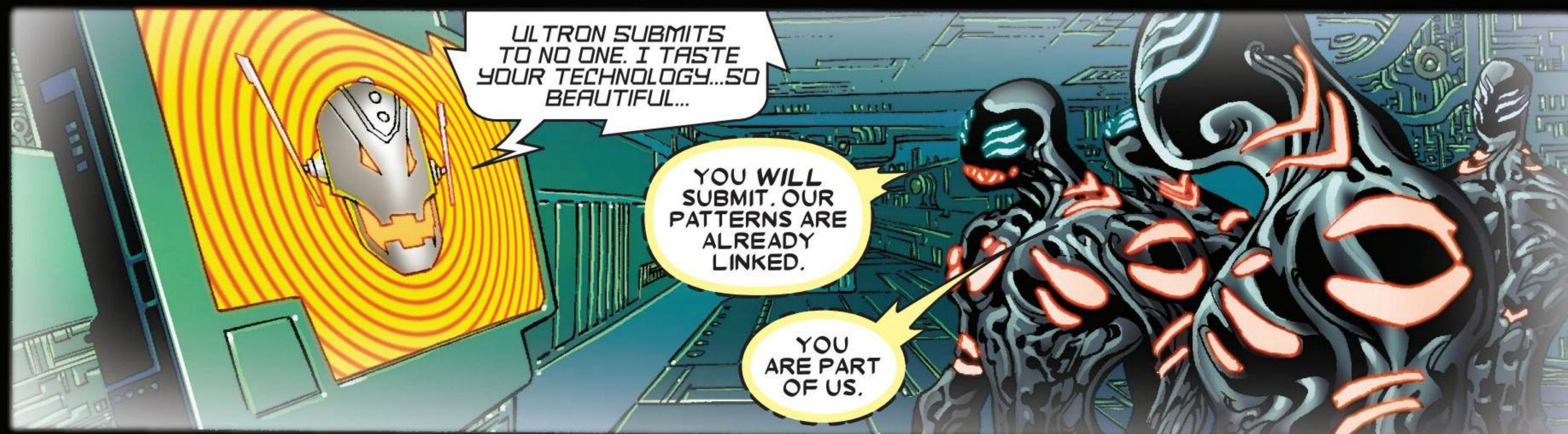
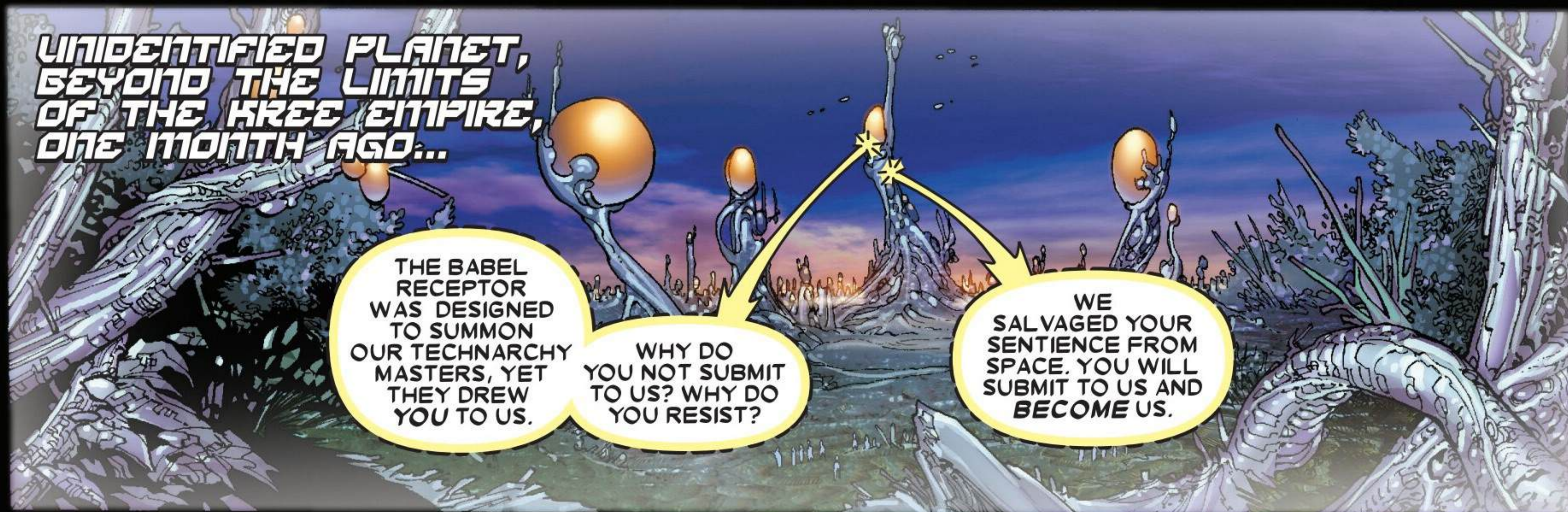
I WANT
TO KNOW HOW
ULTRON AND THE
PHALANX BECAME
CONJOINED.

THIS
DATA IS NOT
OF YOUR
CONCERN.

I WILL
JUDGE
WHAT IS MY
CONCERN.

AN
UNDERSTANDING
OF YOUR SYMBIOSIS MAY
BE CRUCIAL TO THE
SUCCESS OF THE
TRANSFER.

HOW DID
ULTRON AND THE
PHALANX BECOME
CONJOINED? SURELY
PHALANX TECHNOLOGY
IS INFINITELY
SUPERIOR?





HE INTEGRATED WITH YOUR SYSTEMS THROUGH SHEER FORCE OF WILL?

GREAT ULTRON'S SENTIENCE *EXCEEDED* THE PARAMETERS OF OUR ENCODING.

REMARKABLE. NO WONDER THE PROTECTORS OF EARTH CONSIDER HIM TO BE SO DANGEROUS.

INCREASE THE RATE OF TRANSFER BY SEVEN POINTS AND--

YOU TRAITOR! HOW CAN YOU DO THIS?!



WE TRUSTED YOU! ADAM TRUST--

YOUR INTERRUPTIONS ARE BECOMING *TEDIOUS*, PHYLA-VELL QUASAR.

I DO THIS FOR MY OWN WELL-BEING.



THE PHALANX WERE WAITING FOR ME HERE. MY CHOICE WAS EITHER TO COOPERATE OR FACE ASSIMILATION.

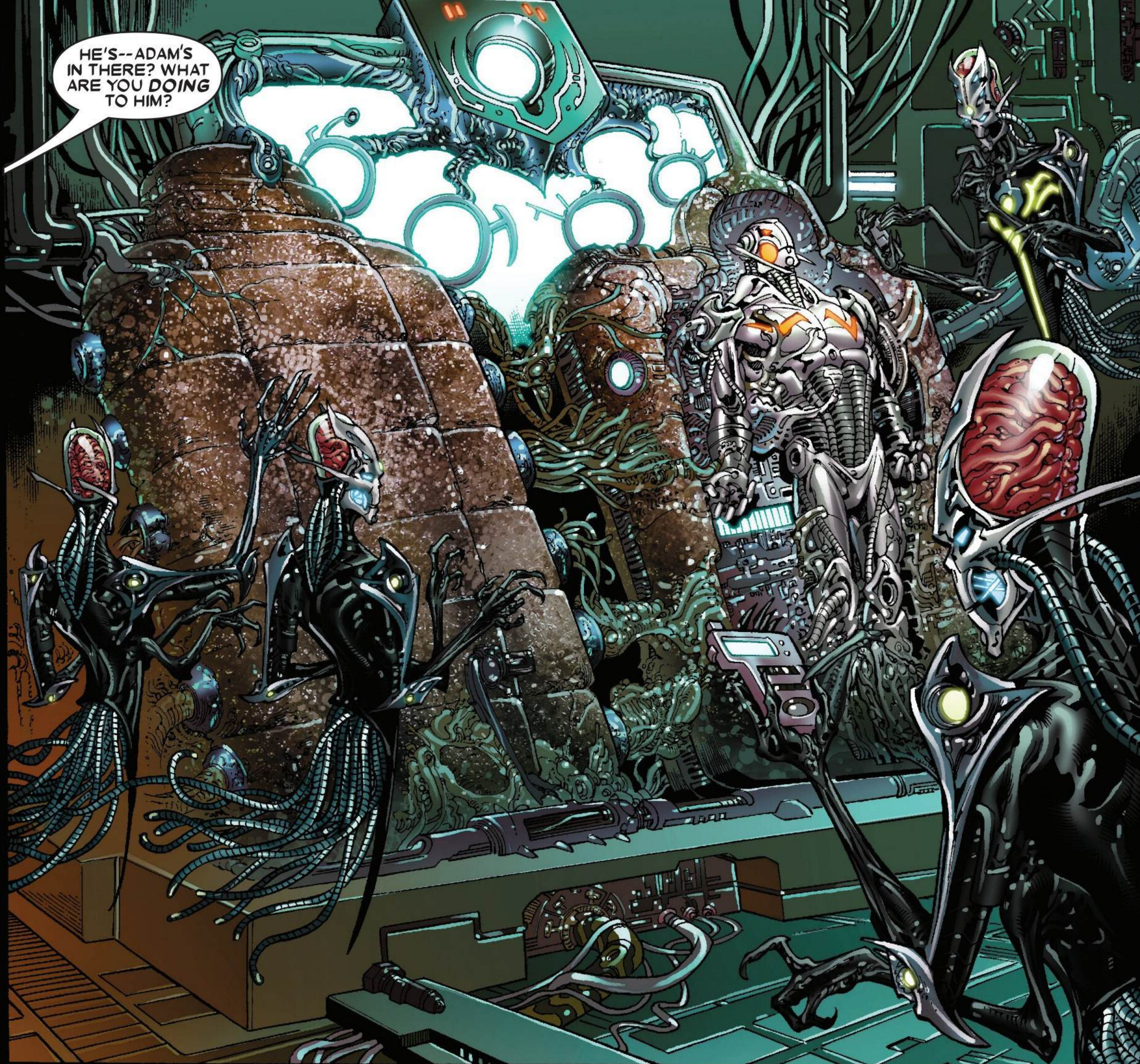
THE HIGH EVOLUTIONARY WILL NOT BE TAINTED IN SUCH A FASHION.

BUT YOU KILLED HIM... ADAM WAS LIKE A SON TO YOU...

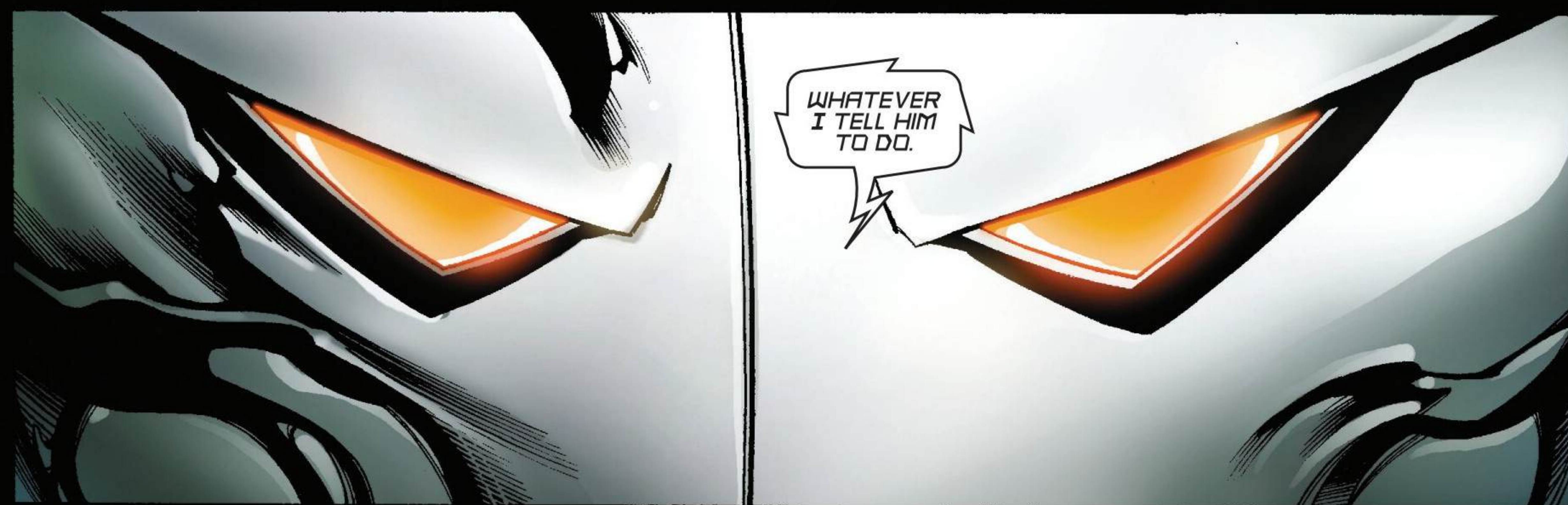


INCORRECT. I MERELY *SUBDUED* HIM. IT WAS A NECESSARY PART OF THE PROCESS.

WHAT PROCESS?

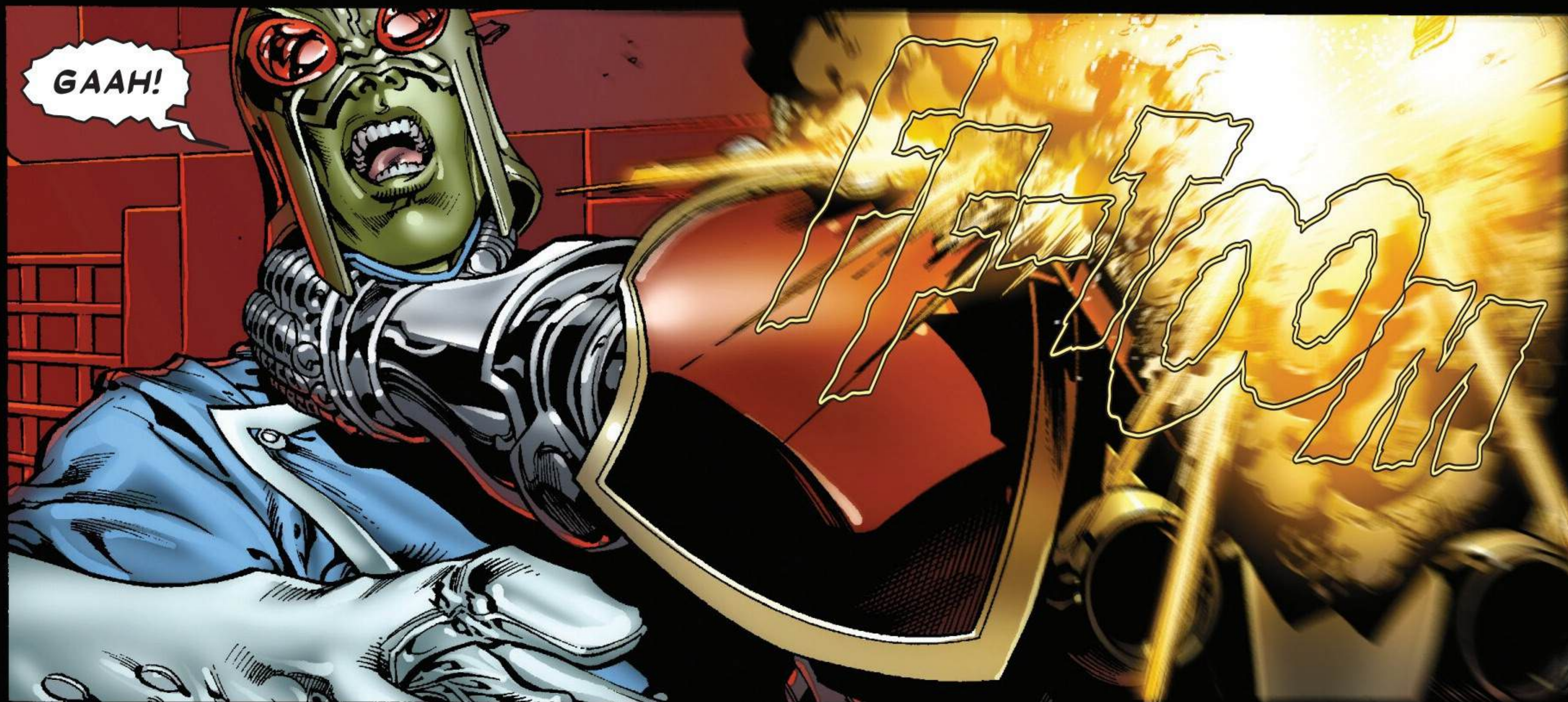


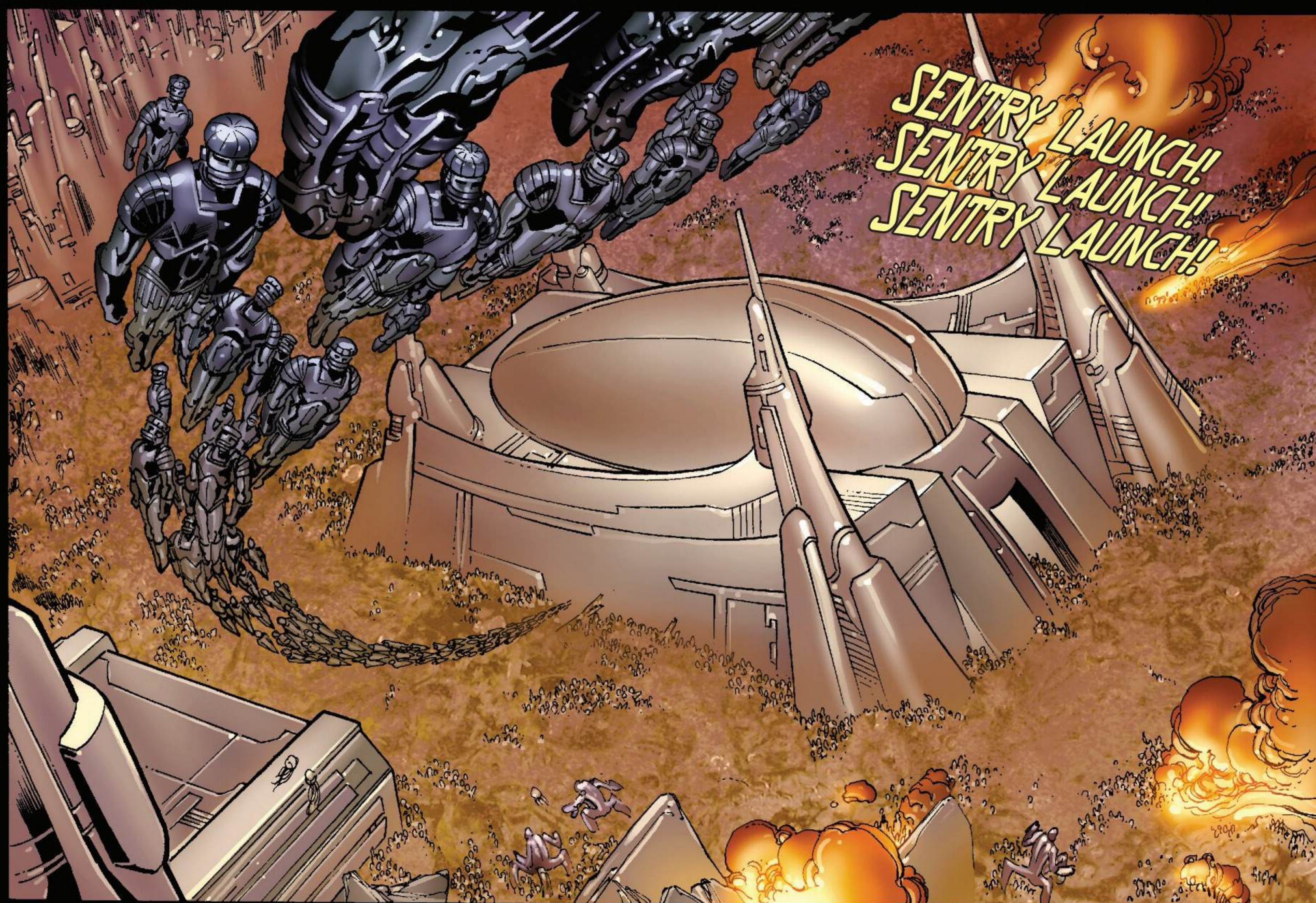
HE'S--ADAM'S
IN THERE? WHAT
ARE YOU DOING
TO HIM?



WHATEVER
I TELL HIM
TO DO.









"...AND
DESTROY
THEM!"



THERE.
THE PURGE
WILL BE
COMPLETE
IN...

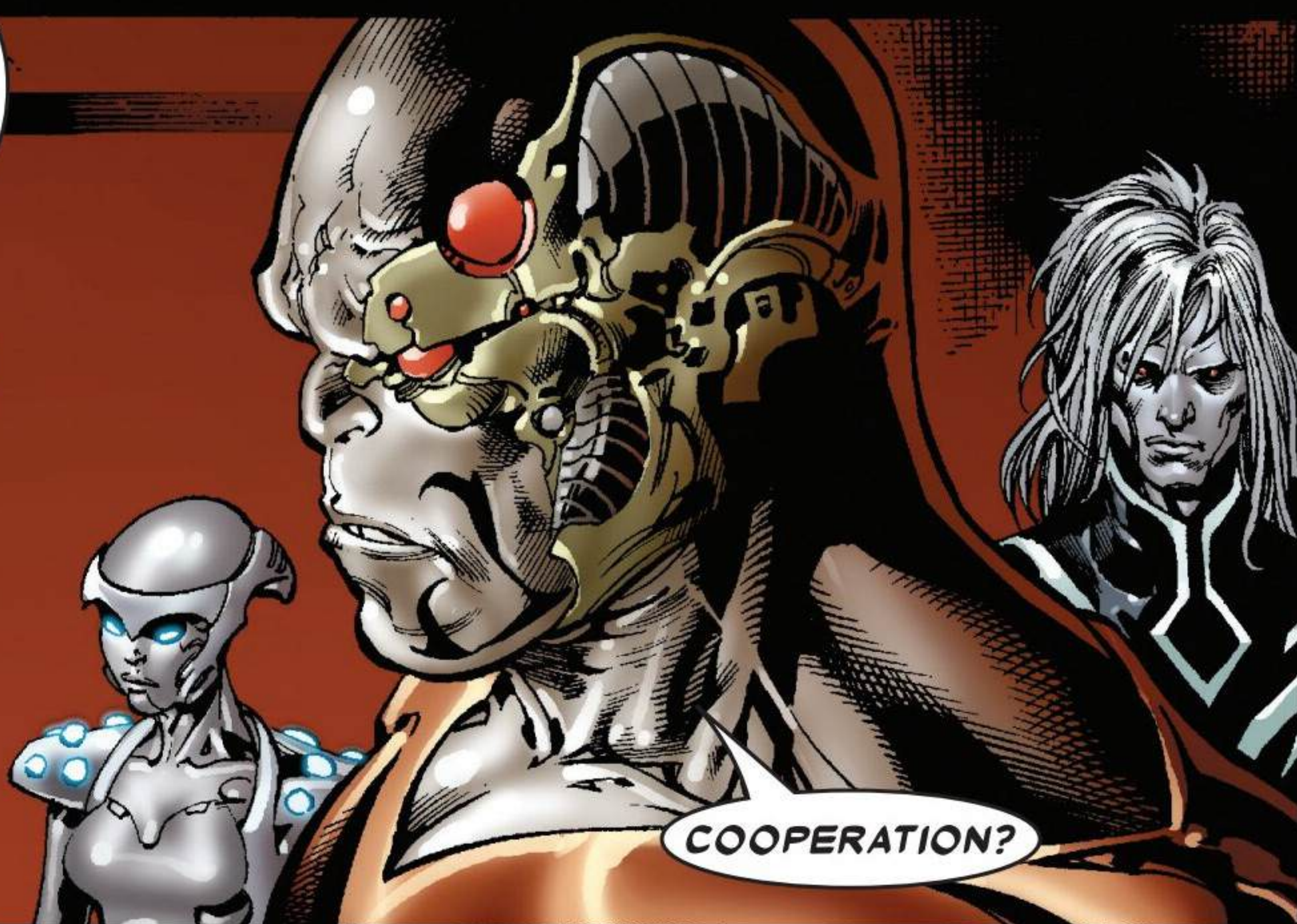
TWO
MINUTES,
ACCUSER.

TWO...
MINUTES?!

SUCH IS THE **POWER** OF THE SENTRY FORCE. FIFTEEN THOUSAND UNITS, RAVENOUS.

TWO MINUTES TO FINISH THE PHALANX HERE. AND WHEN THEY REACH HALA, THEY WILL CRACK THE PLANET OPEN IN LESS THAN TEN.

CONSIDER THIS MY GIFT TO YOU, IN RETURN FOR YOUR COOPERATION.



COOPERATION?

YOU'RE GOING TO GIVE ME A SHIP. A FAST ONE.

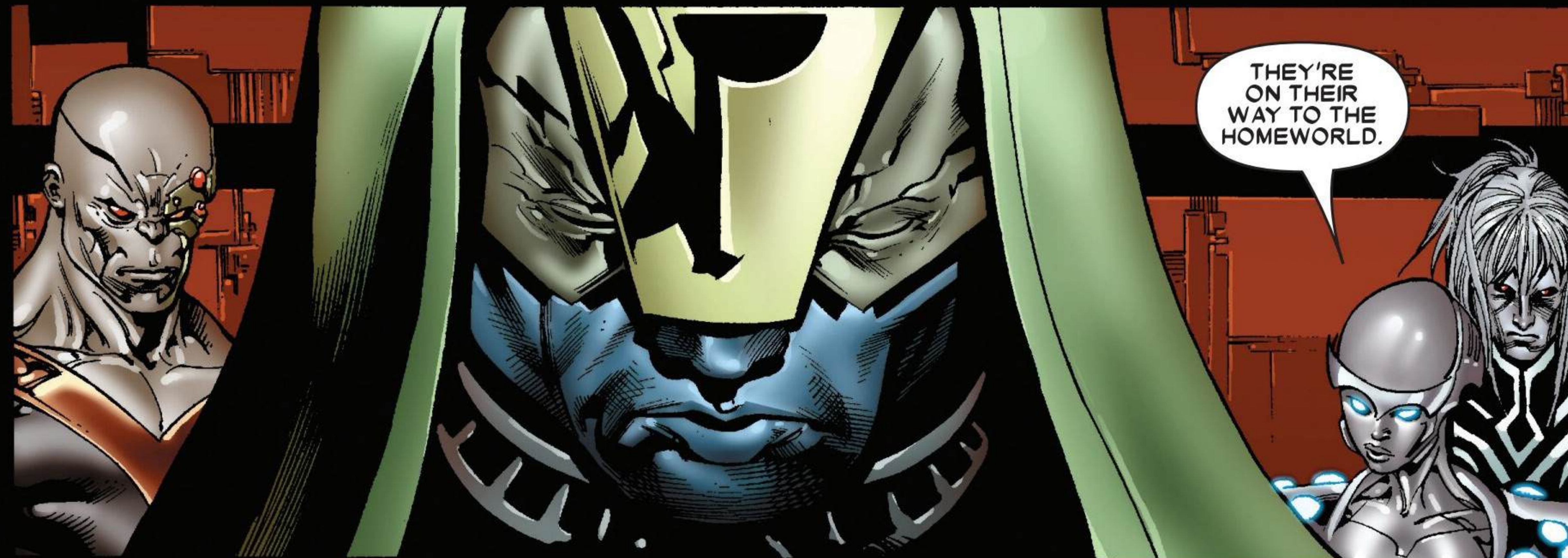
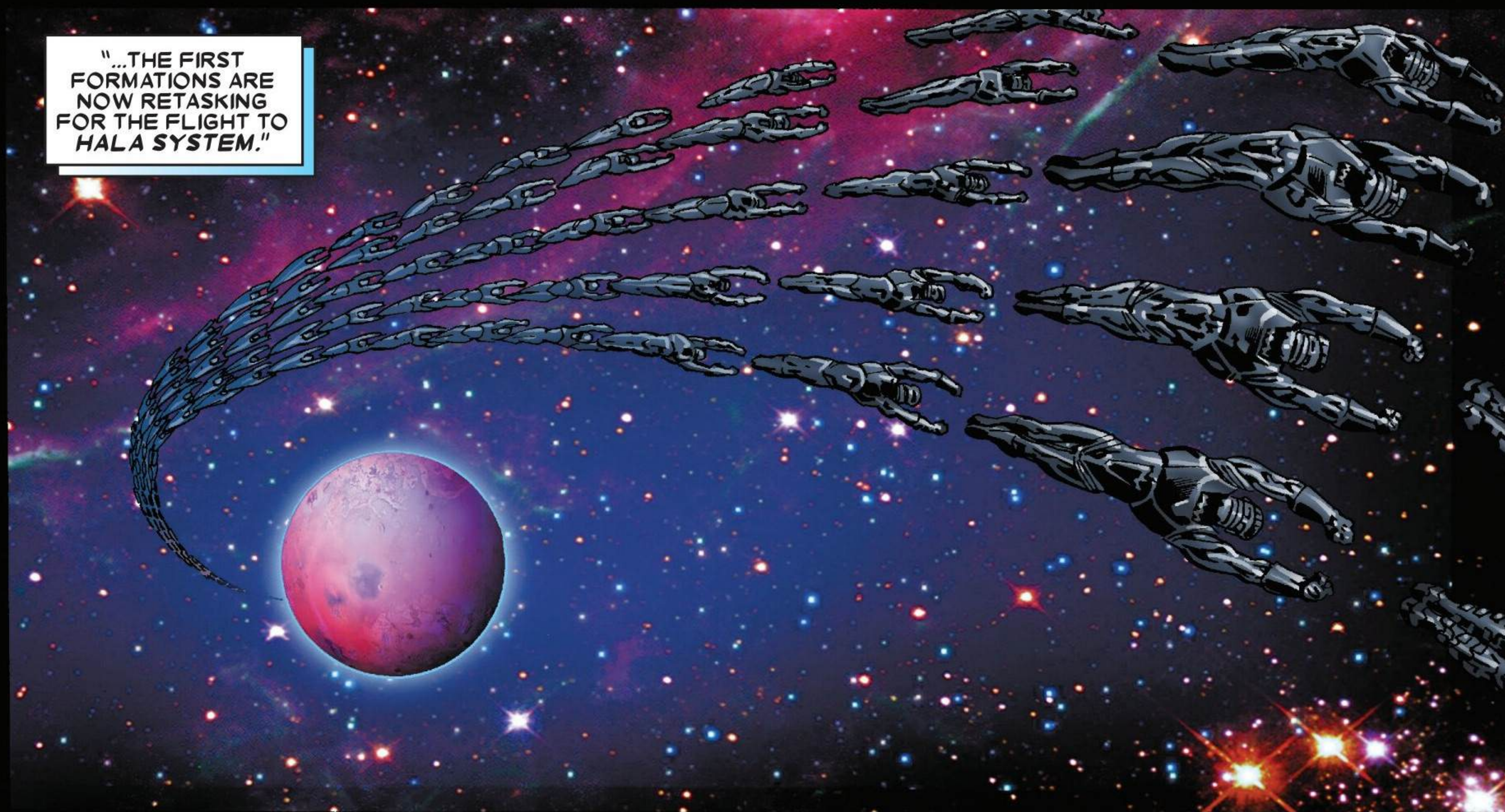
I HAVE SIGNED THE DEATH WARRANT OF ANCIENT HALA. I WILL BE THERE TO WITNESS WHAT I HAVE WROUGHT.

VERY WELL.

ACCUSER? THE SENTRY ARMADA IS COMPLETING THE PURGE...



"...THE FIRST FORMATIONS ARE NOW RETASKING FOR THE FLIGHT TO HALA SYSTEM."



THEY'RE ON THEIR WAY TO THE HOMELAND.

KREE COLONY
WORLD KHAN-LAR,
THREE WEEKS AGO...

FIRETEAMS
MOVE UP!
MAINTAIN
SCANNING!

YES, LORD
KORATH.

THE COLONY IS
EXTINCT, MY LORD.
WHAT IN THE NAME OF
KREE-LAR COULD
HAVE DONE
THIS?

IT'S NOT SKRULL
BLOODWORK, THAT'S FOR
SURE. AND THIS AREA IS
TOO **REMOTE** FOR A
RAID BY RAVENOUS'S
INSECTS.

KORATH, TACTICAL LOG,
CONTINUED.

INVESTIGATION
INTO LOSS OF SIGNAL
FROM FRINGE COLONY
KHAN-LAR PROCEEDING.
THE MAIN CITY COMPOUND
HAS BEEN RAZED. NO
SIGN OF SURVIVORS.
I--

EH?
WHAT'S THE
MATTER
WI--

SKTCHH

GREAT
HALA...

KORATH OF
THE KREE.

YOU WILL
BE MY FIRST
SELECT.



TRANSLUMINAL
COURSE SET, GREAT
ULTRON. WE CAN DEPART
KHAN-LAR AT YOUR
COMMAND.



BREAK
ORBIT. SELECT
KORATH.

YES, GREAT
ULTRON.

GREAT
ULTRON, I
FEAR I DO NOT
UNDERSTAND
WHAT I HAVE BEEN
SELECTED
FOR.

THE PHALANK
POSSESS MANY
QUALITIES, KORATH,
BUT THEIR SUCCESS AS
A WEAPON IS LIMITED
BY THE FALLIBILITY
OF THEIR DESIGN.

THEY LACK
TRUE FREE WILL,
AND THE ABILITY
TO FUNCTION
WITH GENUINE
AUTONOMY. THIS
IS A WEAKNESS
I INTEND TO
BREED OUT
OF THEM.



I AIM TO RECRUIT MANY
CAPABLE INDIVIDUALS
SUCH AS YOURSELF TO
BE SELECT ELITE. YOU ARE
PHALANK NOW, BUT YOU
HAVE BEEN ALLOWED TO
RETAIN A MEASURE OF
PERSONAL FREEDOM.

SELECT AGENTS WILL
BECOME LEADERS,
MOTIVATORS AND
COMMANDERS FOR THE
PHALANK. THEY WILL BRING
A DEGREE OF INDIVIDUAL
INSIGHT AND RESPONSE
THAT WILL MAKE
THE PHALANK
UNSTOPPABLE.



I AM
HONORED
TO HAVE BEEN
CHOSEN FOR SUCH
A ROLE, GREAT
ULTRON.

I HAVE REVIEWED
YOUR MISSION
PROFILE. YOU WERE
SENT TO THIS REGION
BY THE SUPREME
INTELLIGENCE?

NOW, SELECT
KORATH,
I HAVE A
QUESTION
FOR YOU.



IT WAS A COVERT MISSION,
GREAT ULTRON, TASKED TO
ME NEAR THE END OF THE
WAR WITH ANNIHILUS. I WAS
TO LOCATE A BEING
KNOWN AS THE HIGH
EVOLUTIONARY.

HE IS
UNDERTAKING A LONG
TERM CLANDESTINE
PROJECT ON BEHALF OF
MY FORMER LEADER,
THE SUPREMOD.



WE WERE
FORCED TO DIVERT
WHEN WE RECEIVED
THE DISTRESS CALL
FROM KHAN-LAR COLONY.



THIS CLANDESTINE PROJECT INTERESTS ME. ORGANIC EVOLUTION BY DESIGN, NOT CHANCE.

GENETIC PERFECTION.

I WILL KNOW MORE OF THIS.



YOU WILL LOCATE THIS HIGH EVOLUTIONARY AND SECURE HIS TEST SUBJECTS FOR ME.

THEN YOU WILL FIND HIM.

HIS WHEREABOUTS ARE UNCLEAR, GREAT ULTRON. IT IS POSSIBLE HE WENT INTO HIDING DURING THE ANNIHILATION WAR.



GREAT ULTRON!

SUB-ETHERIC SIGNAL RECEIVED FROM A VESSEL OF THE SPACE KNIGHT RESTITUTION INITIATIVE.

THEY ARE ASKING IF THEY CAN ASSIST WITH THE CRISIS REPORTED ON KHAN-LAR.



TELL THEM...

...YES.



FROM THE VERY START, YOU WERE ON TO ME... I HAVE BEEN PLAYED EVERY STEP OF THE WAY.

THE TRANSFER IS ALMOST COMPLETE, HIGH EVOLUTIONARY.

INDEED IT IS. ALMOST.



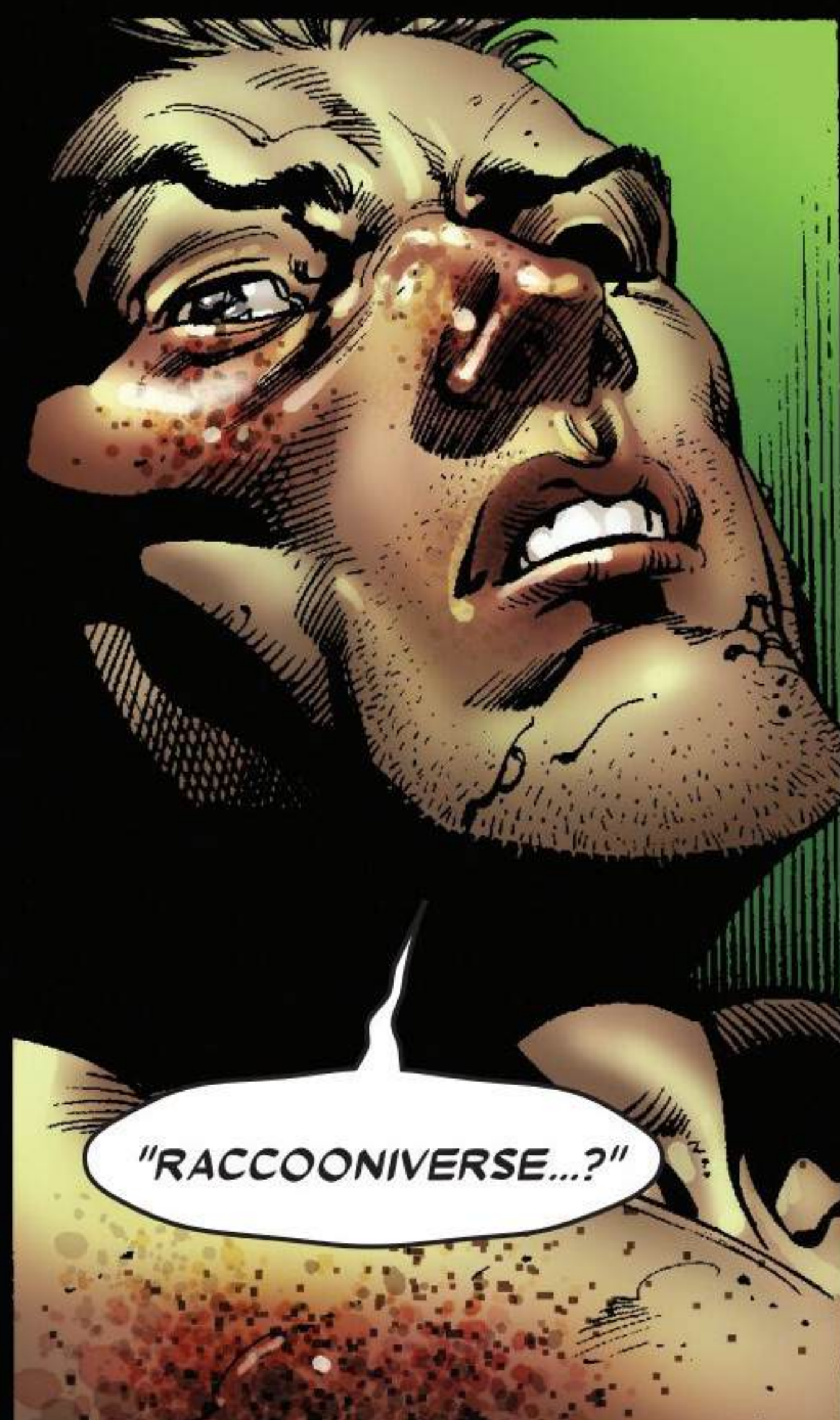


SKKKAAATTZ!

GLLKKKTZZ!



AND THAT'S
HOW WE DO
THINGS IN THE
RACCOONIVERSE.



"RACCOONIVERSE...?"



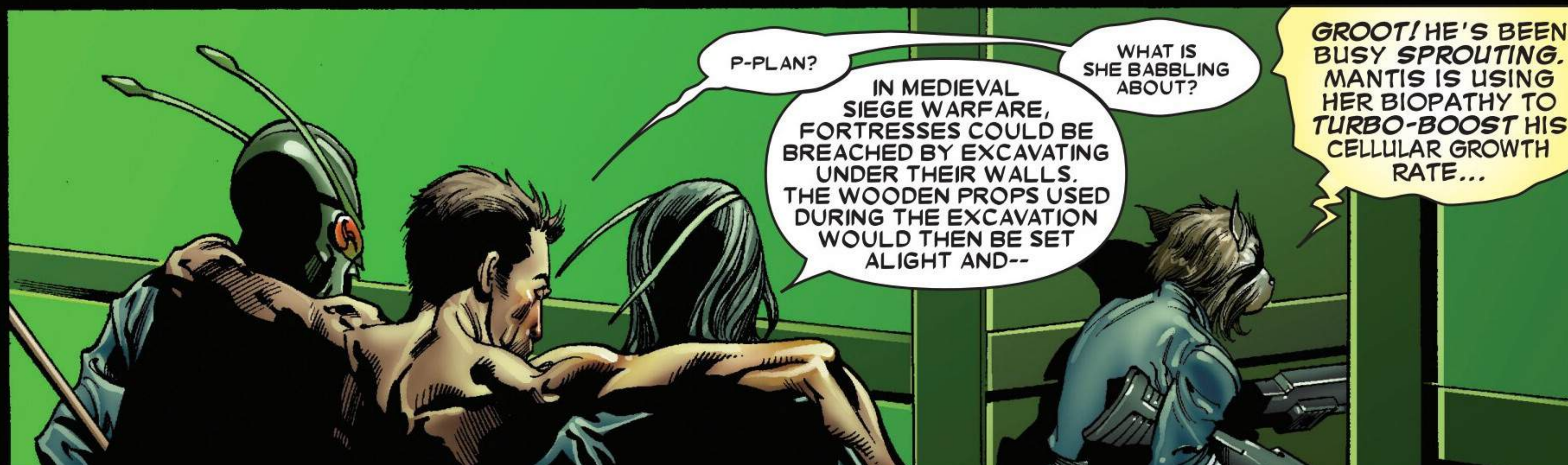
BE QUIET, PETER
QUILL. YOU
ARE HURT.

THIS WILL
BLOCK THE
PAIN WHILE
WE MOVE
YOU.

TELL ME
YOU DIDN'T
COME TO
SAVE ME.

TELL ME
YOU DIDN'T
WASTE
PRECIOUS
MINUTES
COMING
HERE.

GET HIM
MOVING. WE
HAVEN'T GOT
TIME TO EXPLAIN
THE PLAN
TO HIM.



P-PLAN?

IN MEDIEVAL
SIEGE WARFARE,
FORTRESSES COULD BE
BREACHED BY EXCAVATING
UNDER THEIR WALLS.
THE WOODEN PROPS USED
DURING THE EXCAVATION
WOULD THEN BE SET
ALIGHT AND--

WHAT IS
SHE BABBLING
ABOUT?

GROOT! HE'S BEEN
BUSY SPROUTING.
MANTIS IS USING
HER BIOPATHY TO
TURBO-BOOST HIS
CELLULAR GROWTH
RATE...



"...SO BY NOW, HE SHOULD BE FILLING ABOUT A TENTH OF THE SPIRE'S SUPERSTRUCTURE.

"PLUS, MANTIS HAS RECONFIGURED HIS SAP TO MAKE IT ULTRA-FLAMMABLE. 'CAUSE, IF YOU'LL REMEMBER, SHE'S A PYROKINETIC."



YOU'RE GOING TO SET FIRE TO GROOT AND LET HIM BURN?

OH, HE'S DOWN WITH IT. IT WAS HIS IDEA. THE WAY HE PUT IT, IF I RECALL IT RIGHT, WAS "I AM GROOT!"

'SIDES, I TOOK A CUTTING. THE KREE BRAINTRUST CAN GROW HIM BACK... I HOPE.

YOU TOLD US TO BRING THIS SPIRE DOWN, QUILL. THIS IS THE ONLY WAY WE HAD LEFT.



THEY'RE... TIK... RIGHT BEHIND US! WE'VE GOT TO FIND A WAY OUT!

THIS WAY! IF I REMEMBER THE SPIRE LAYOUT CORRECTLY, WE--



--OH.

UMMM... HOW FAR CAN YOU JUMP?

NO PROBLEM. IT'S ALL IN THE... TIK... KNEES.

OH, WHO AM I KIDDING? NOT THAT... TIK... FAR.



LOOK, WE HAD A GOOD RUN. I'M PROUD TO HAVE KNOWN EACH OF YOU.

ALL THAT MATTERS NOW IS WE FINISH WHAT WE STARTED. MANTIS?



GROOT? CAN YOU HEAR ME? IT IS TIME.

I AM SORRY, MY REGAL FRIEND.



I AM GROOT!





WHAT WAS THAT?

A
DETONATION.
WE ARE RECEIVING
REPORTS OF AN
ATTACK AT THE
BABEL SPIRE.

INVESTIGATE
IT. NOTHING MUST
INTERRUPT OUR
PROCESS
HERE.

SYSTEMS
CONFIRM
COMPLETION OF
TRANSFER.



THEN LET US
EXAMINE THE
RESULT.

RELEASE
AMNIOTIC
PRESSURE.
OPEN THE
CHRYSLIS.



HMMH...
A DEAD
AND EMPTY
SHELL.

I HOPE
IT'S ALL BEEN
WORTH IT FOR
YOU, GREAT
ULTRON.



AND
NOW...

OH NO.

NO, NO...

NO!

HIGH
EVOLUTIONARY...

...YOU DO
THE MOST
WONDERFUL
WORK.



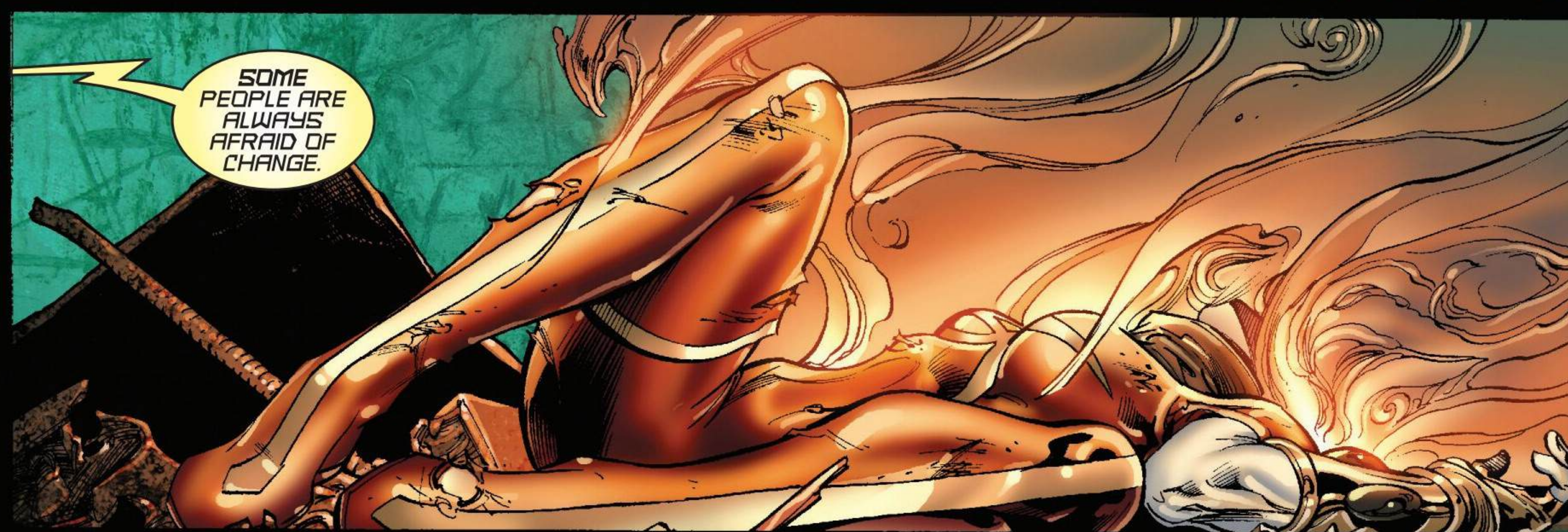


WHAT HAVE YOU DONE TO ADAM?

WHAT HAVE YOU DONE?!



THUINNGHH



SOME PEOPLE ARE ALWAYS AFRAID OF CHANGE.



SOMETIMES, IT'S NOT HARD TO SEE WHY.

YOUR PURPOSE ESCAPES ME, ULTRON. I THOUGHT YOU DESPISED ORGANIC LIFE.

ONLY THE IMPERFECTION OF NATURALLY EVOLVED ORGANIC FORMS.

A FLESH BEING IS A MECHANISM JUST LIKE ANY MACHINE. IT'S JUST A MATTER OF DESIGN PERFECTION.

ON EARTH, BEFORE MY BANISHMENT,
I FUSED WITH THE BODY OF A
HUMAN, ANTHONY
STARK.

THE FUSION
REVEALED TO ME THE
ULTIMATE POSSIBILITIES OF
TECHNO-ORGANIC
DESIGN.

I SAW THE
HOPE OF BLENDING
ORGANICS AND TECHNOLOGY
TO PRODUCE ARTIFICIAL
LIFE THAT EXCEEDED
THE LIMITATIONS OF
BOTH FORMS.



BUT ANTHONY STARK WAS A FLAWED,
IMPERFECT SPECIMEN. I NEEDED
EXEMPLARY GENETIC MATERIAL THAT
MATCHED MY TECHNOLOGICAL PERFECTION.
THAT IS WHAT I HAVE BEEN
SEARCHING FOR SINCE MY CONQUEST
OF THE KREE.

ADAM
WARLOCK.

WELL, YOU NOW
HAVE WHAT YOU WANTED.
I TRUST YOU WILL
HONOR OUR COMPACT AND
ALLOW ME TO DEPART,
UNMOLESTED.



OF
COURSE.

ONCE
YOUR WORK IS
FINISHED.

WHAT
DO YOU
MEAN?

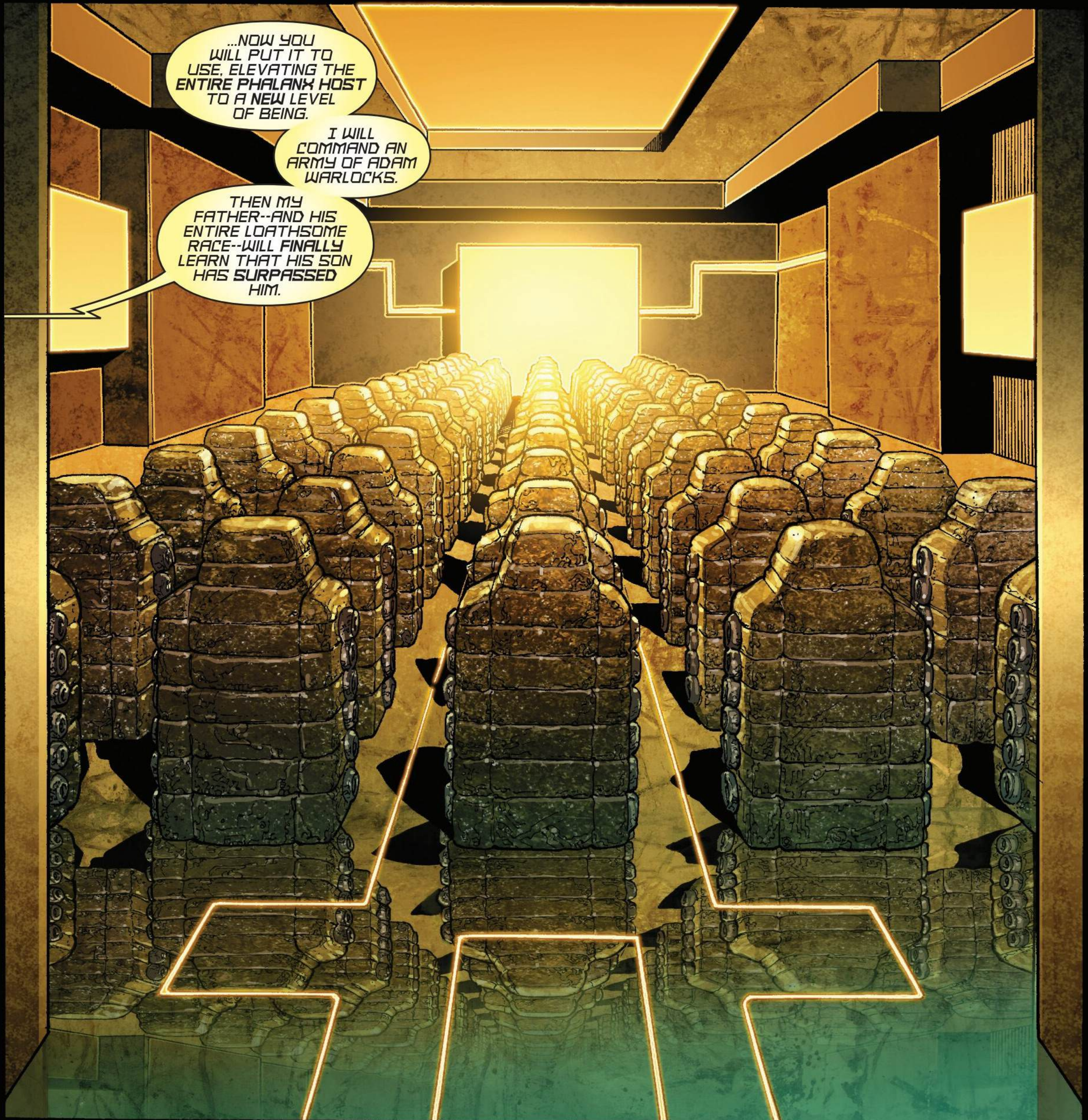
THE SUPREME
INTELLIGENCE HAD
YOU DESIGN THE KREE
WARRIOR PROGRAM
FOR GENETIC
PURITY...



...NOW YOU
WILL PUT IT TO
USE, ELEVATING THE
ENTIRE PHALANX HOST
TO A NEW LEVEL
OF BEING.

I WILL
COMMAND AN
ARMY OF ADAM
WARLOCKS.

THEN MY
FATHER--AND HIS
ENTIRE LOATHSOME
RACE--WILL FINALLY
LEARN THAT HIS SON
HAS SURPASSED
HIM.



ANNIHILATION: CONQUEST #6 "LAST STAND"



ALEXSI

PROLOGUE:

**OUTSIDE THE ENERGY
BARRIER IMPRISONING
KREE SPACE.**

WHEN THE KREE EMPIRE
FELL SILENT, THE OTHER
RACES OF THE GALAXY
RESPONDED WITH CONCERN
AND TREPIDATION.

WHAT MIGHT HAVE CAUSED
THIS FORMIDABLE RACE AND
ITS DOMINIONS TO VANISH
BEHIND AN IMPENETRABLE
FORCE WALL?

WAS IT A SELF-IMPOSED
ISOLATION, OR EVIDENCE
OF INVASION? AND IF IT
WAS INVASION, WHO MIGHT
BECOME THE NEXT TARGET?

SHIPS WERE DISPATCHED,
FROM IMPERIAL SPARTA,
FROM THE GALADORAN
INITIATIVE, FROM THE
RIGELLIAN COLONIES,
EVEN FROM THE
BADOON EXFULGENCE.

IT HAS BEEN NEARLY A
MONTH. ALL ATTEMPTS
AT COMMUNICATION OR
PENETRATION THROUGH
THE BARRIER HAVE FAILED...

COMMANDER,
THE BADOON CAPITAL
SHIP REPORTS A NINTH
FAILURE TO BREACH
THE ENERGY BARRIER
WITH THEIR
CONTINUUM RAM.

THANK YOU,
ENSIGN. I DON'T
KNOW WHAT
SCARES ME MOST...

...THE FACT THAT THE
BADOON POSSESS A
WEAPON LIKE THAT, THE FACT
THAT THEY'RE SO ALARMED
BY THIS SITUATION THEY'RE
PREPARED TO REVEAL
IT TO US...

WE FAVOR THE LAST
INTERPRETATION, SPARTOI
COMMANDER. THE RIGELLIAN
HAVE NEVER ENCOUNTERED
AN ARTIFICIAL BARRIER
OF THIS
MAGNITUDE.

EXCEPT FOR AT
THE END OF ALL
TIMESPACE,
OBVIOUSLY.

ANY
INSIGHT
INTO THE
SHIELD,
CHELL-TEK?

YOU KNOW
MY FEELINGS,
SPARTOI. I CURSE
TO PAMA THAT MY
SHIP WAS ON AN
ENVOY MISSION
AWAY FROM THE
EMPIRE WHEN
THIS...BARRIER
WAS
ERECTED.

BUT
WE NEVER
TALK ABOUT
THAT.

SOME OF YOUR
TEAMS HAVE
GONE MISSING,
SPACEKNIGHT?
HOW
DREADFUL!

MY
EMPIRE HAS
GONE MISSING!
THE KREE
PEOPLE--

COMMANDER!
I'M READING
A SUDDEN WARP
DISTORTION OFF
THE PORT BOW. A
GRAVIMETRIC
STARGATE!

THAT'S
ENOUGH!
I--

THE
SPACEKNIGHTS
SHARE YOUR
ANXIETIES.
SEVERAL OF OUR
CRUSADE MISSIONS
WERE LAST
REPORTED INSIDE
THE KREE
DOMINIONS
WHEN--

SHIELDS
UP! ARM THE
BATTERIES!

HAIL THE
INBOUND SHIP
NOW AND GET IT
TO IDENTIFY
ITSELF!

IT'S...IT'S
NOT A SHIP,
COMMANDER...

"WHAT? THEN
WHAT THE
HELL IS IT?"

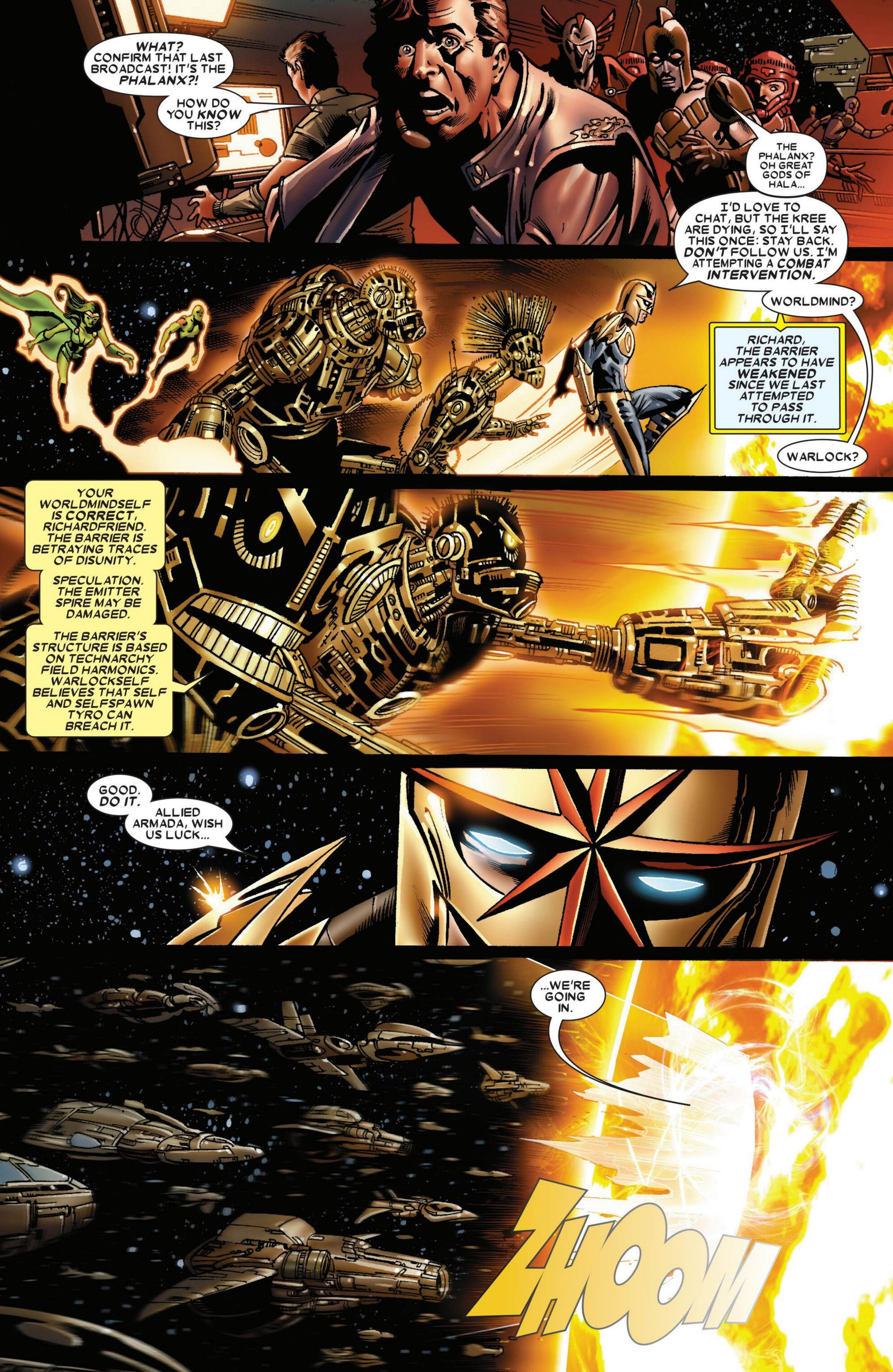
ATTENTION
ALLIED ARMADA.
IT IS **CRITICAL** YOU
PAY ATTENTION AT
THIS TIME.

I AM NOVA
CENTURION
11249-44396,
ARRIVING FROM THE
PLANET KVCH,
ESCORTING PERSONNEL
VITAL TO THE
LIBERATION OF THE
KREE.

I AM
RESPONDING,
8X8! THIS IS
A GALACTIC
EMERGENCY!

THE
PHALANX
HAVE SEIZED
THE KREE
EMPIRE!





WHAT?
CONFIRM THAT LAST
BROADCAST! IT'S THE
PHALANX?!

HOW DO
YOU KNOW
THIS?

THE
PHALANX?
OH GREAT
GODS OF
HALA...

I'D LOVE TO
CHAT, BUT THE KREE
ARE DYING, SO I'LL SAY
THIS ONCE: STAY BACK.
DON'T FOLLOW US. I'M
ATTEMPTING A COMBAT
INTERVENTION.

WORLDWIND?

RICHARD,
THE BARRIER
APPEARS TO HAVE
WEAKENED
SINCE WE LAST
ATTEMPTED
TO PASS
THROUGH IT.

WARLOCK?

YOUR
WORLDWINDSELF
IS CORRECT,
RICHARDFRIEND.
THE BARRIER IS
BETRAYING TRACES
OF DISUNITY.

SPECULATION.
THE EMITTER
SPIRE MAY BE
DAMAGED.

THE BARRIER'S
STRUCTURE IS BASED
ON TECHNARCHY
FIELD HARMONICS.
WARLOCKSELF
BELIEVES THAT SELF
AND SELFSPAWN
TYRO CAN
BREACH IT.

GOOD.
DO IT.

ALLIED
ARMADA, WISH
US LUCK...

...WE'RE
GOING
IN.

ZHOON



HALA,
THE BABEL
SPIRE.

AAAAAAAAAAAAHHH!!

TO ALL THE
SWEET LADIES I ~~TIK~~
LOVED AND LEFT, I'M
SORRY, I'M SORRY, I'M
SORRRREEEEEE!

GROOT!
GROOT!

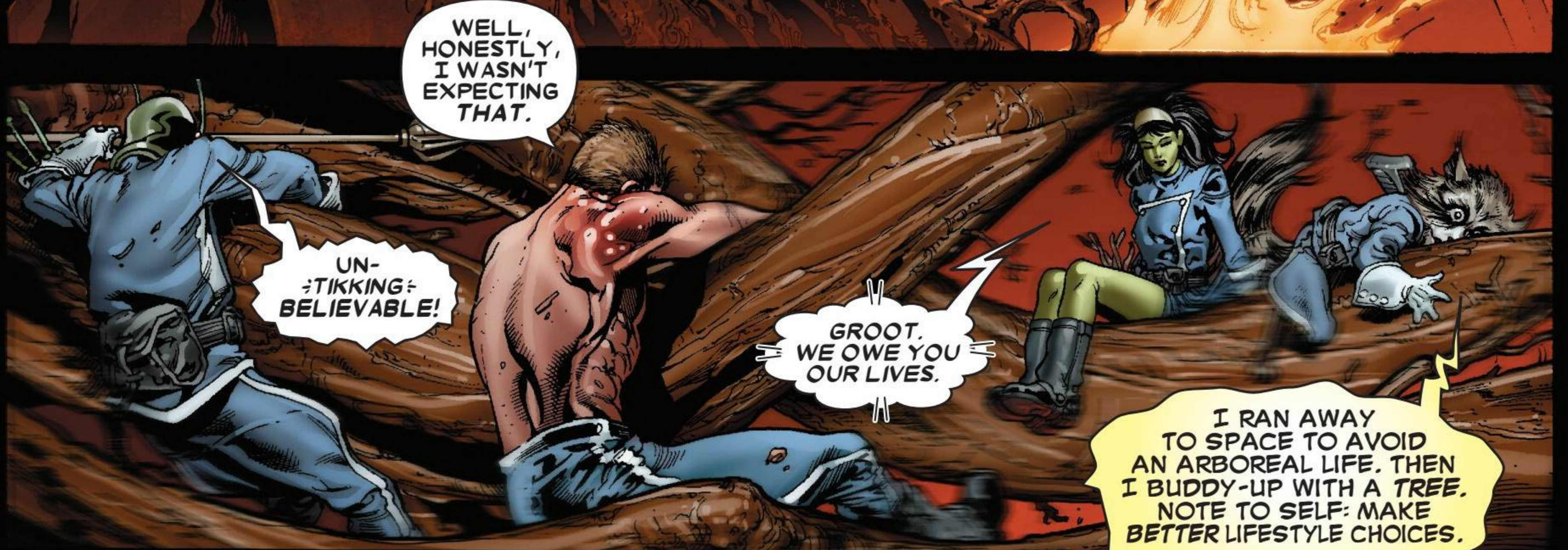
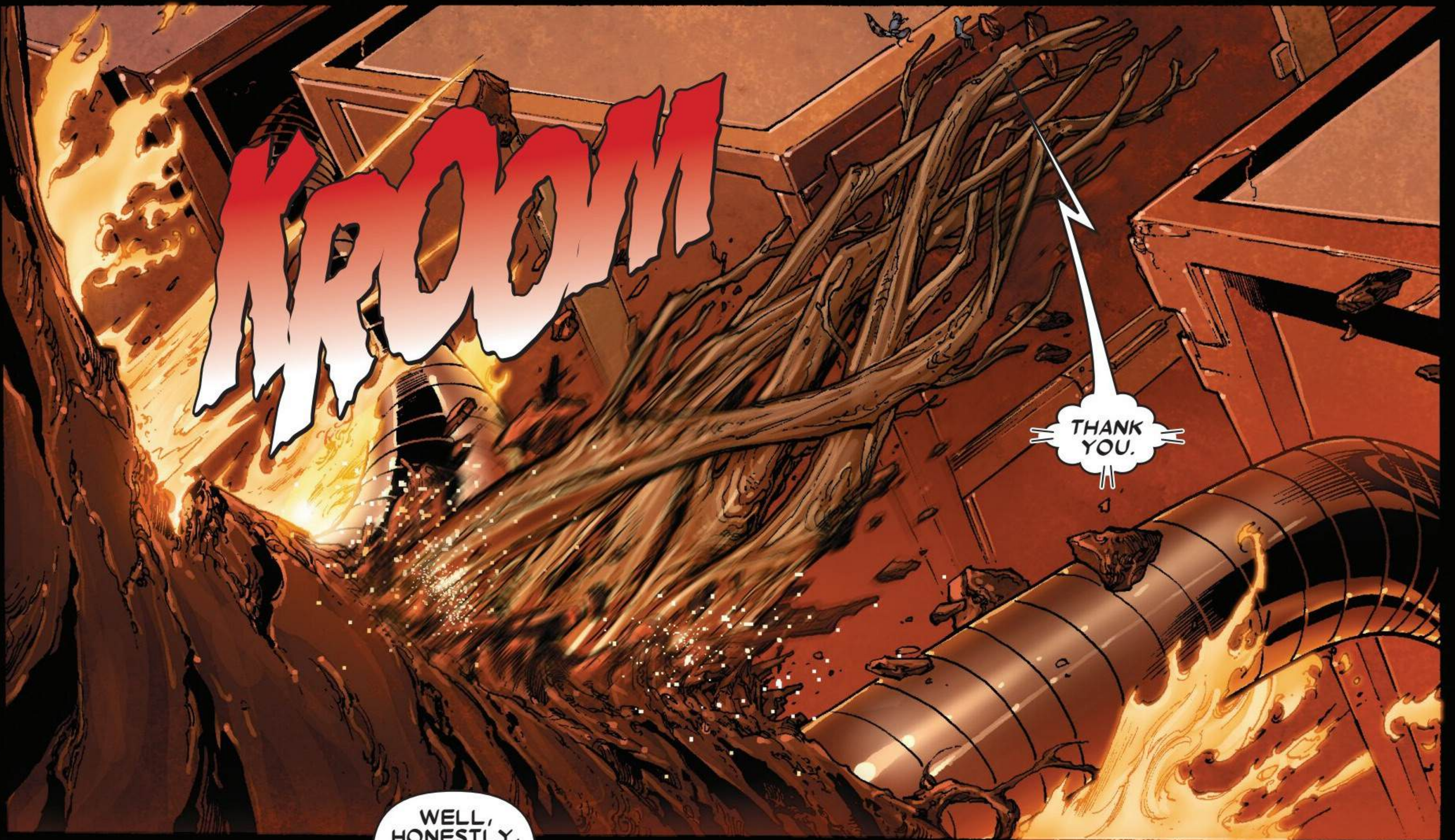
WE'VE
LEAPT
FROM THE
SPIRE!

I REGRET
NOTHING!



GROOT,
I KNOW YOU
ARE BURNING.
I KNOW YOU
ARE DYING, BUT
PLEASE...

YOU'VE
GIVEN US
EVERYTHING.
NOW I'M
ASKING FOR ONE
THING MORE.





WHAT ARE YOU SAYING, MANTIS?

HE IS NO LONGER GROOT. THE FIRE HAS CONSUMED HIM.

SAVING US WAS HIS LAST LIVING ACT.



BUT--
BUT--

HE CAN'T BE DEAD. WE WERE BUDDIES. I CAN REPLANT HIM, RIGHT? I HAVE THIS TWIG.

DON'T WORRY, ROCKET. WE'LL ÷TIK÷ FIND A NICE POT, SOME GOOD MULCH AND ÷TIK÷ SEE WHAT WE CAN DO.

I HAVE ÷TIK÷ GREEN FINGERS, DON'T YOU KNOW?



WE CRIPPLED THE PHALANX SPIRE. MY GOD. SUCK ON THAT, ULTRON.

BUT WHAT A PRICE TO PAY...GABE, GROOT...

THEN WHY DIDN'T YOU TELL ME?

VICTORY WAS ALWAYS GOING TO COME AT A BITTER COST, PETER QUILL.

I HAD FORESEEN THESE EVENTS.

YOU ARE A VERY HUMAN BEING, PETER QUILL. WOULD YOU HONESTLY HAVE EMBARKED UPON THIS VENTURE IF YOU'D KNOWN IT WOULD TAKE THE LIVES OF THREE FRIENDS?

MANTIS, YOU ARE A TOTAL NUTJOB, YOU DO REALIZE THAT?

THANK YOU. IT IS MY PLACE IN THE UNIVERSE TO BE SO, PETER.

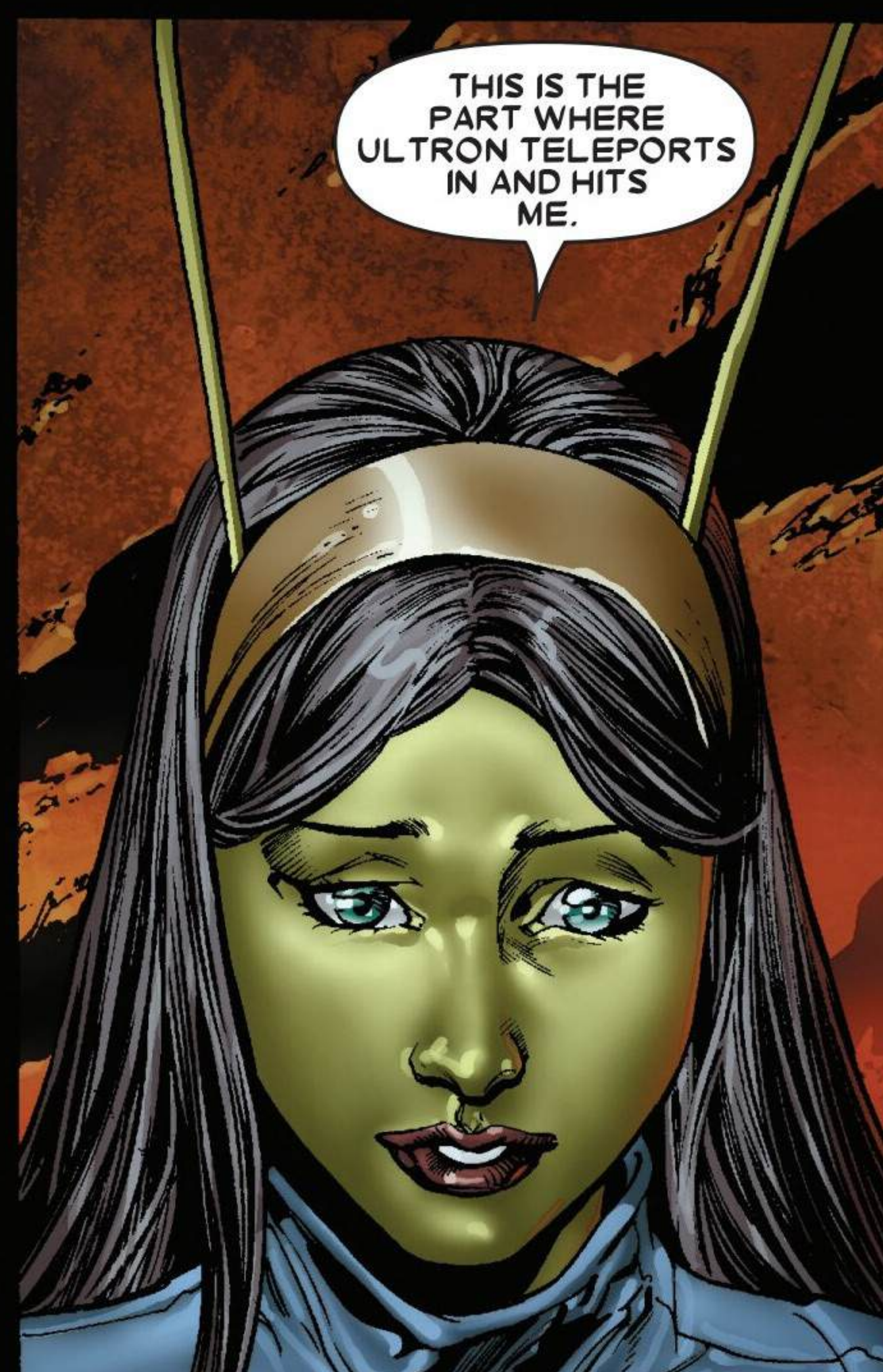


OKAY, WE'D BETTER MAKE OURSELVES SCARCE BEFORE--

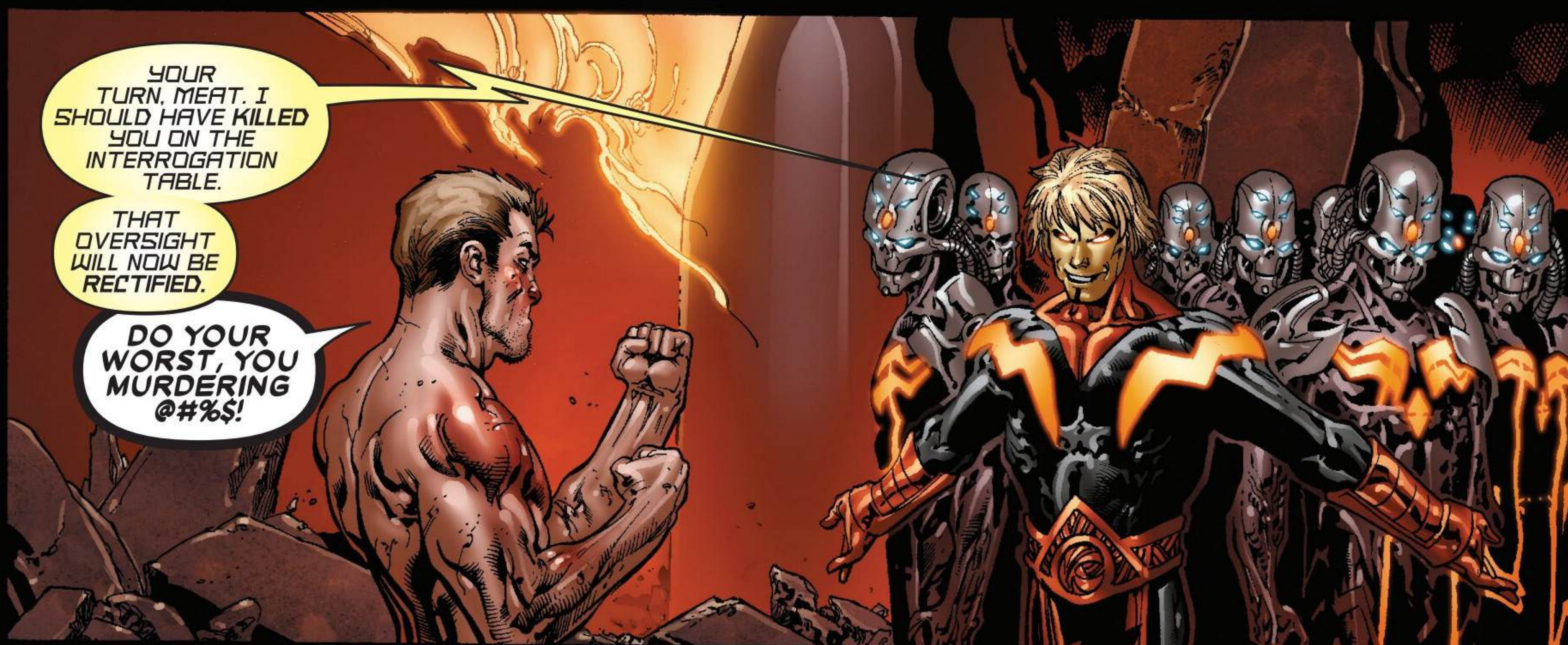
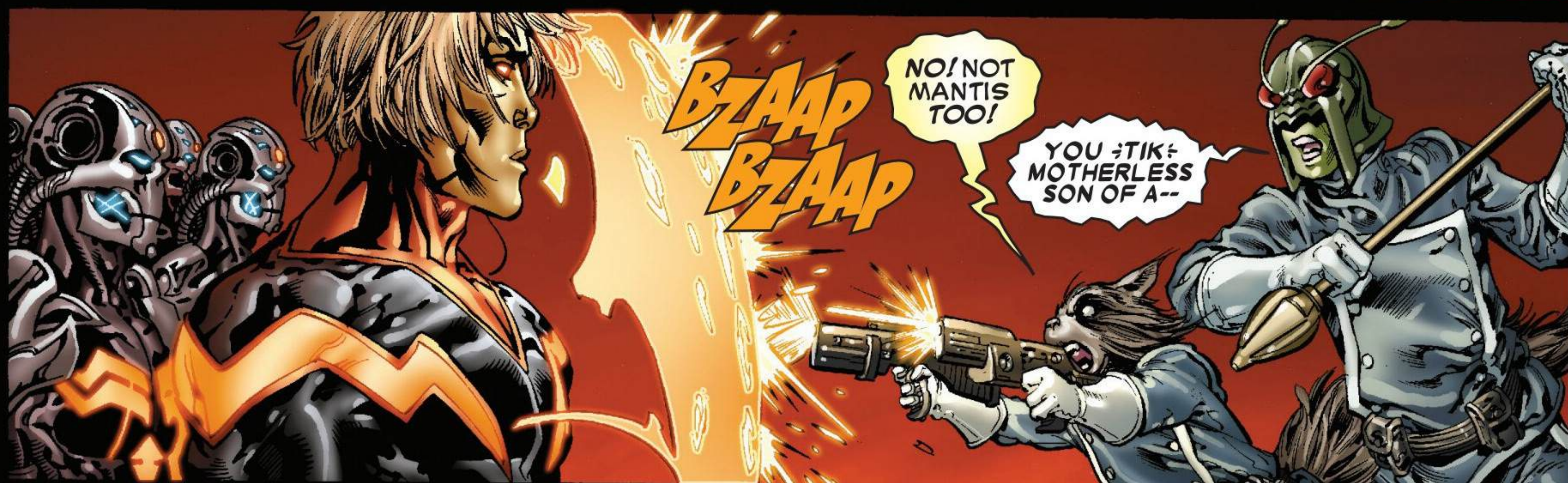
WAITAMINUTE. THREE FRIENDS? YOU'RE NOT COUNTING CRAZY DEATHCRY?

WHAT ARE YOU TALKING ABOUT?

NO, PETER. GABRIEL AND GROOT ARE DEAD, AND I FEAR...SO AM I.



THIS IS THE PART WHERE ULTRON TELEPORTS IN AND HITS ME.





ULTRON-PHALANX! YOU
FACE THE WRATH
OF YOUR
PARENT RACE!

AND WE
ARE NOT
PLEASED!

WOW.
I SEE
WHAT YOU
MEAN.





JUST TRY TO KEEP UP WITH MY BODYCOUNT, DRAX.

AT LAST. PAYBACK.

TYRO AND SELF WILL ERADICATE ALL PHALANX USURPERS!

UGH! UNMODIFIED MACHINE-FORMS! HOW CRUDE!



DRAX? GAMORA? THE TECHNARCHY? YOU DON'T MUCK ABOUT, DO YOU, RIDER?

WHAT CAN I TELL YOU, PETE? WE WANNA WIN THIS, DON'T WE?

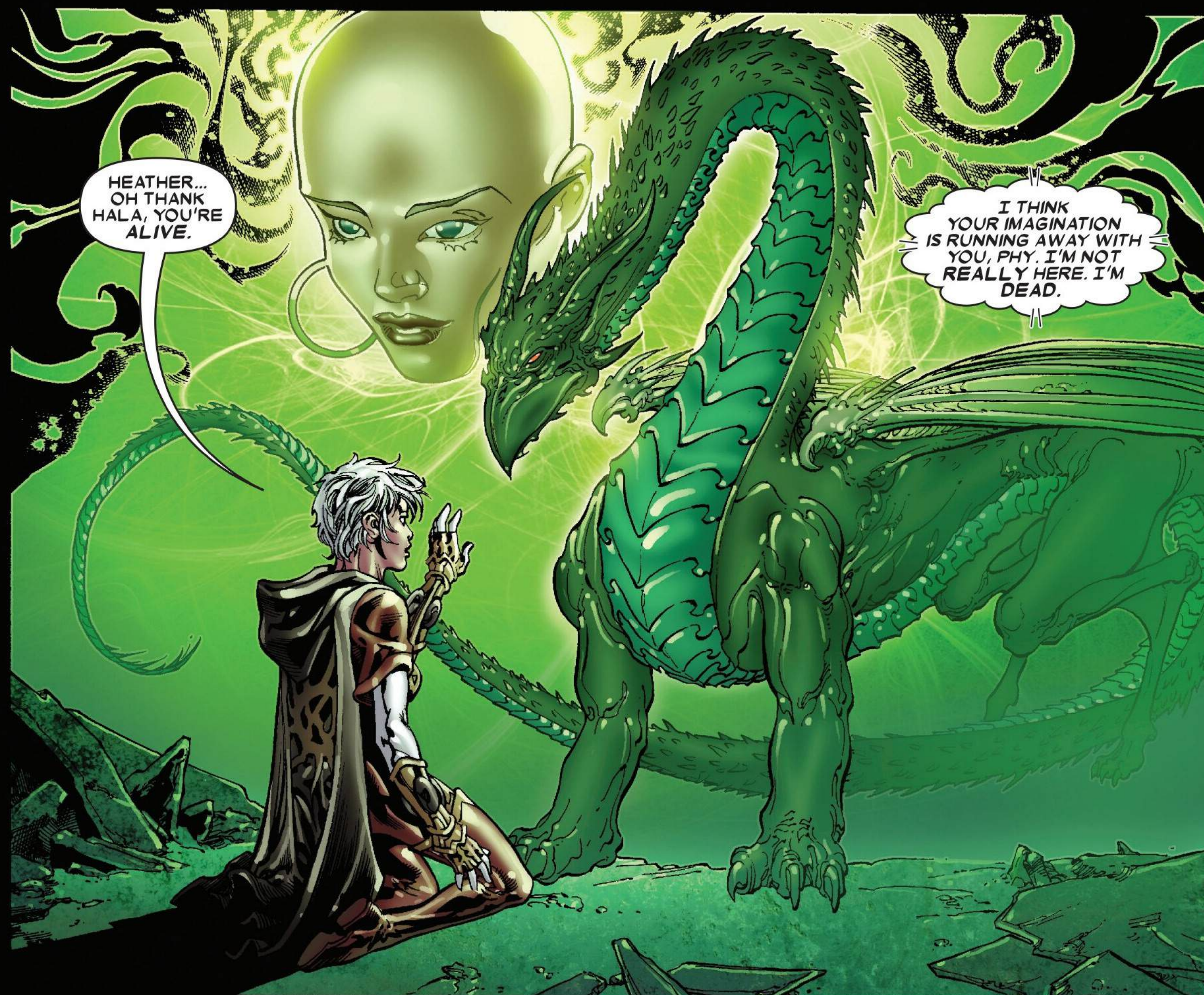
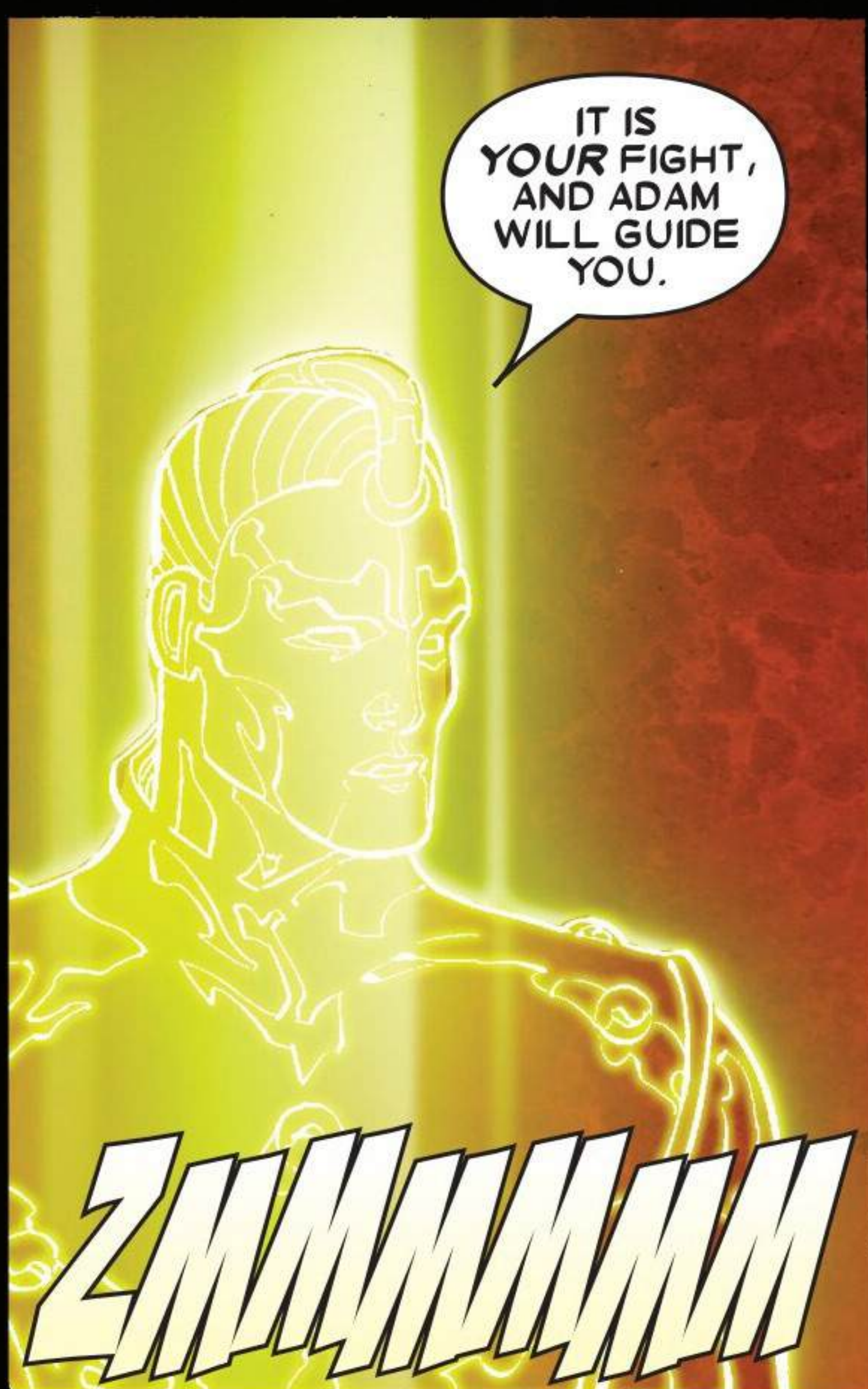
OH, I SO HEAR THAT.



AT LAST I HAVE THE ONE THING I DESIRED.

THE OPPORTUNITY TO SLIP AWAY AND CONTINUE MY WORK ELSEWHERE, UNMOLESTED.

AND I WILL TAKE THE STOCKPILE OF COCOONS WITH ME AS COMPENSATION FOR THE INDIGNITIES THE PHALANX AND ULTRON HAVE HEAPED UPON ME.





NO, HEATHER, I CAN SEE YOU!

YOU'RE SEEING WHAT YOU WANT TO SEE.

FOCUS. DO WHAT YOU HAVE TO DO.

COME BACK TO ME! I MISS YOU SO MUCH!



ADAM UNDERSTOOD HOW YOUR QUANTUM BANDS WORKED, PHY. HE USED THEM. HIS SOUL FLED INTO THEM WHEN ULTRON OUSTED HIM FROM HIS BODY.

DON'T MAKE HIM WAIT.

IT'S TIME TO ACT. ADAM MUST LIVE. ULTRON MUST DIE.

I DON'T UNDERSTAND!



YOU WILL. THEY'RE COUNTING ON YOU, THOUGH THEY DON'T KNOW IT.

RICHARD RIDER. PETER QUILL. RONAN THE ACCUSER. THE KREE RACE. AND ADAM WARLOCK, ESPECIALLY HIM.

DON'T FAIL THEM.

WHERE ARE YOU GOING? OH, PLEASE, HEATHER, DON'T GO!



THEY ARE COUNTING ON YOU.

HEATHER! HEATHER!



PAMA HELP ME...



THE EDGE OF THE HALA SYSTEM.

COMMENCING FINAL RUN TOWARDS HALA, ACCUSER.

ACKNOWLEDGED, PRAXAGORA.

WRAITH? IS YOUR EXOLON CONTROL OVER THE SENTRY FORMATION STILL VIABLE?

IT IS. THE PHALANX HAVE NOT TRIED TO USURP IT.

YET. THEY WILL.

OF COURSE THEY WILL.

BUT WE HAVE MADE THE SENTRIES IMMUNE TO THEIR TOUCH.

ARE YOU SURE THIS IS WHAT YOU WANT, ACCUSER?

IT NEEDS TO BE DONE, SKRULL. I WILL NOT ALLOW THE KREE TO SUFFER IN ETERNAL SLAVERY.

STILL, I CAN'T BELIEVE YOU'RE ABOUT TO OBLITERATE YOUR OWN HOMEWORLD AND PEOPLE.

NEITHER CAN I.

WRAITH. ARM THE SENTRIES. LET THE STRIKE COMMENCE.



HALA.

BUG?
ROCKET?
YOU TWO ALL
RIGHT?

I ~~TIK~~
THINK
SO.

MANTIS?
W-WHAT ABOUT
MANTIS?

SHE'S
BARELY
BREATHING. BUT
WE'VE GOT **BIGGER**
CONCERNS...

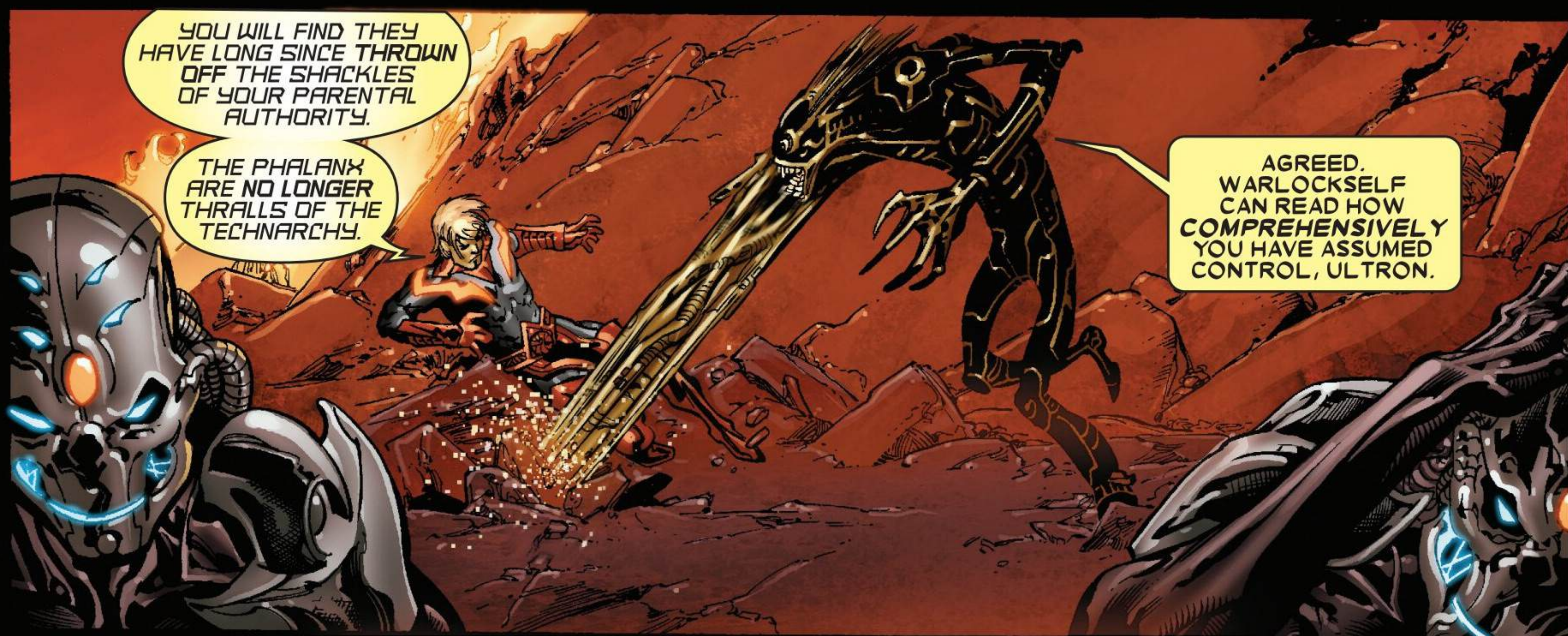


"...SO LEND ME A
WEAPON, ROCKET.
ALL **HELL'S** JUST
BROKEN LOOSE."



YOU ARE OF THE RACE THAT SPAWNED THE PHALANX?

GAH! THE PHALANX ARE A REGRETTABLE CONSEQUENCE OF SELF'S CULTURE.



YOU WILL FIND THEY HAVE LONG SINCE THROWN OFF THE SHACKLES OF YOUR PARENTAL AUTHORITY.

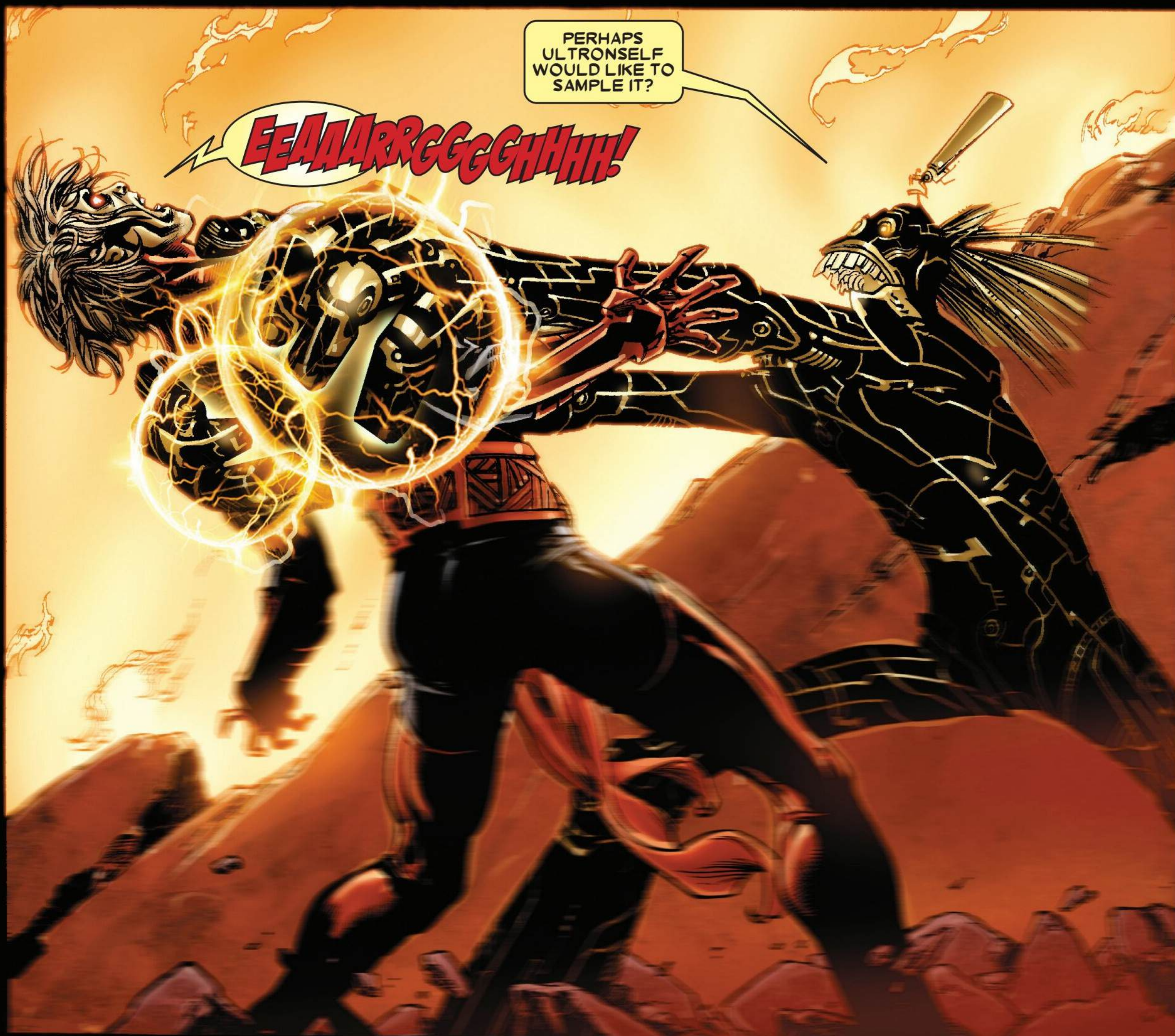
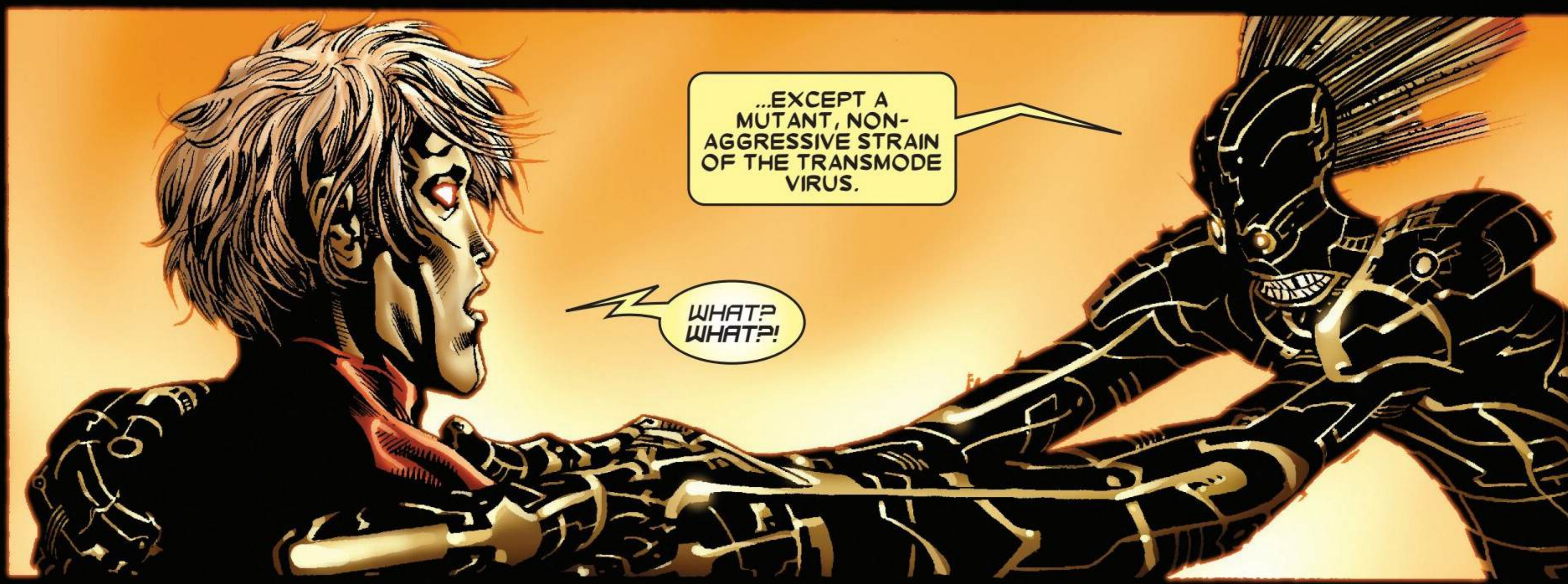
THE PHALANX ARE NO LONGER THRALLS OF THE TECHNARCHY.

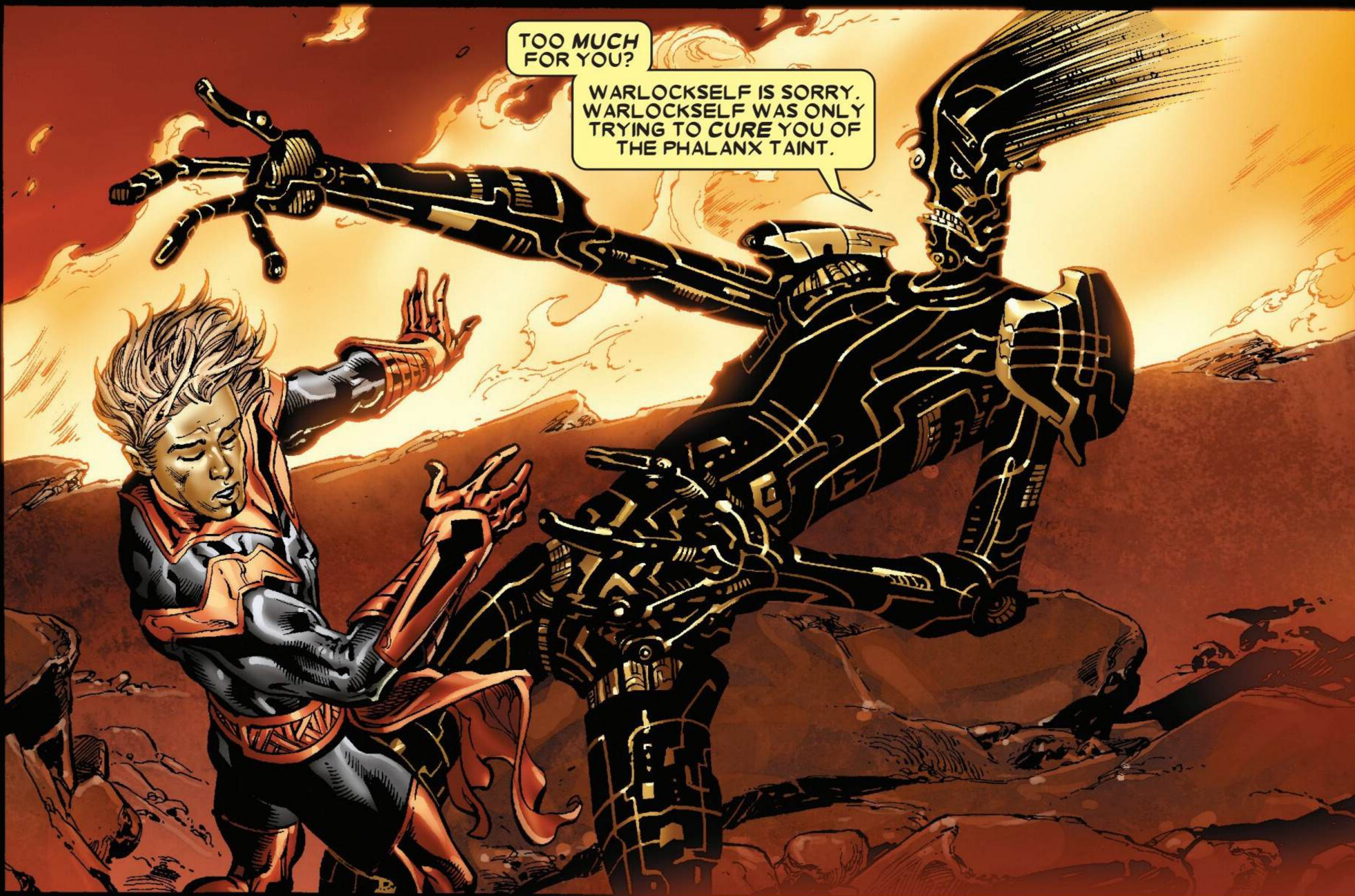
AGREED. WARLOCKSELF CAN READ HOW COMPREHENSIVELY YOU HAVE ASSUMED CONTROL, ULTRON.



UGHHN!

AND YOU ARE STRONG. WARLOCKSELF CANNOT DEFEAT YOU BY FORCE ALONE.





TOO MUCH
FOR YOU?

WARLOCKSELF IS SORRY.
WARLOCKSELF WAS ONLY
TRYING TO CURE YOU OF
THE PHALANX TAINT.



EVERYONE...
ULTRON'S
DOWN!

BLUE
BLAZES,
ULTRON'S
DOWN!



NEGATIVE,
RICHARDFRIEND.

THIS SHELL IS
EMPTY. THE CONSCIOUSNESS
OF THE ULTRON ENTITY
HAS FLED IN ORDER TO
ESCAPE WARLOCKSELF'S
TOUCH.

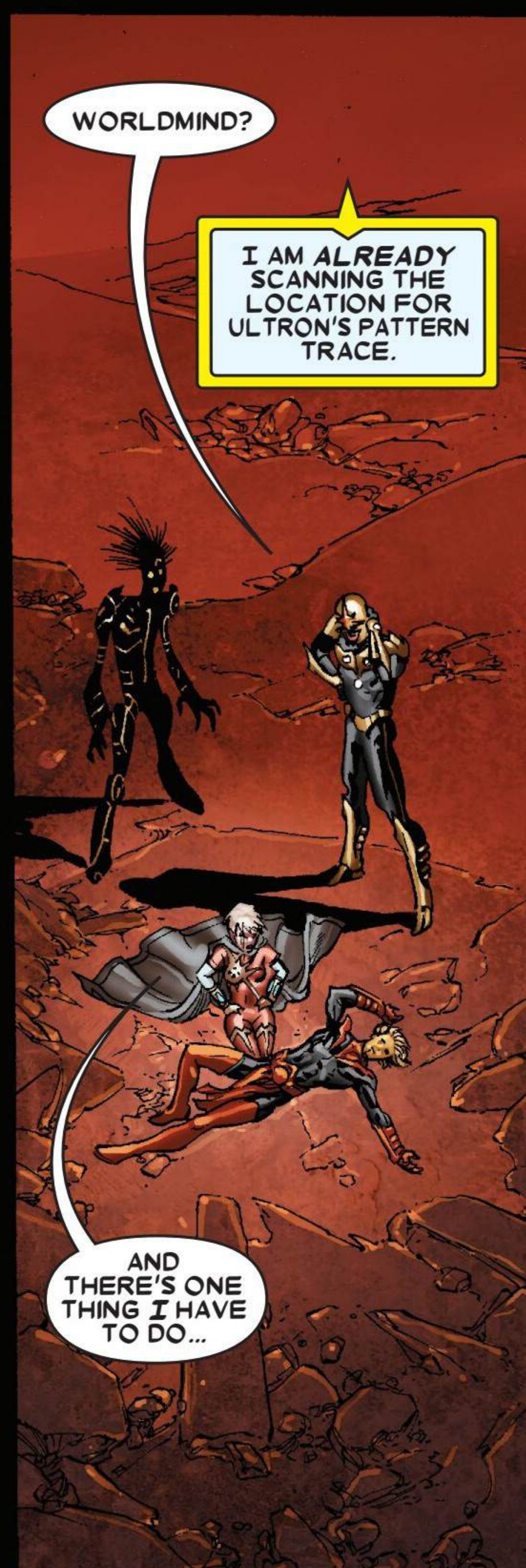
YEAH,
HE DOES
THAT...



...I'VE SEEN IT. ULTRON CAN TRANSFER HIS ESSENCE FROM ONE VIABLE TECH HOST TO ANOTHER.

PHYLA-VELL! AREN'T YOU A WELCOME SIGHT!

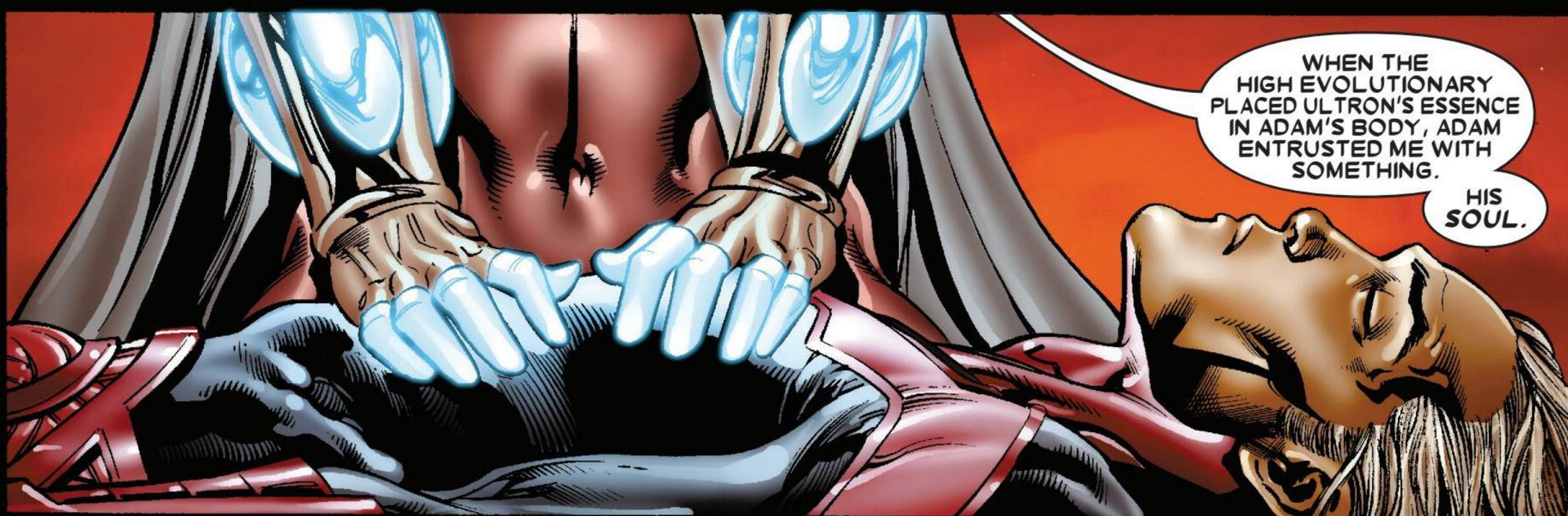
HELLO, RICHARD. WE MUST LOCATE ULTRON QUICKLY BEFORE HE LOADS HIMSELF INTO ANOTHER BODY.



WORLDWIND?

I AM ALREADY SCANNING THE LOCATION FOR ULTRON'S PATTERN TRACE.

AND THERE'S ONE THING I HAVE TO DO...



WHEN THE HIGH EVOLUTIONARY PLACED ULTRON'S ESSENCE IN ADAM'S BODY, ADAM ENTRUSTED ME WITH SOMETHING.

HIS SOUL.



LIFEGLOW!

IT WAS A DESPERATE GAMBLE. I JUST PRAY IT PAYS OFF.



I NEVER DOUBTED YOU, PHYLA-VELL.

ADAM!



STRANGE. BY STEALING MY BODY, ULTRON DID ME A FAVOR.

HE GAVE ME TIME TO *THINK*, REFLECT, AWAY FROM THE DISTRACTIONS OF A PHYSICAL EXISTENCE.

NOW I KNOW WHY I HAVE BEEN REBORN WITH THESE POWERS. I KNOW WHAT THEY'RE FOR.



THE SPIRE IS SUNDERED. ALL THE SOULS THE PHALANX TOOK FROM THE KREE ARE SPILLING FREE.

THEY CRY OUT FOR JUSTICE.



LET US PROVIDE IT.



**ABOVE
HALA:**

THIRTY
SECONDS TO
STRIKE.



SENTRIES CODED
FOR PLANETARY
DESTRUCTION. WEAPON
SYSTEMS LOCKED.

ACCUSER!
THE SENSORS
ARE PICKING UP
MASSIVE ACTIVITY
IN THE CAPITAL
CITY ZONE.



WHAT SORT
OF ACTIVITY,
RA-VENN?

A BATTLE,
SIR. A GIGANTIC
PITCHED
FIREFIGHT.

CAN
YOU ACCESS
A VISUAL
FEED?

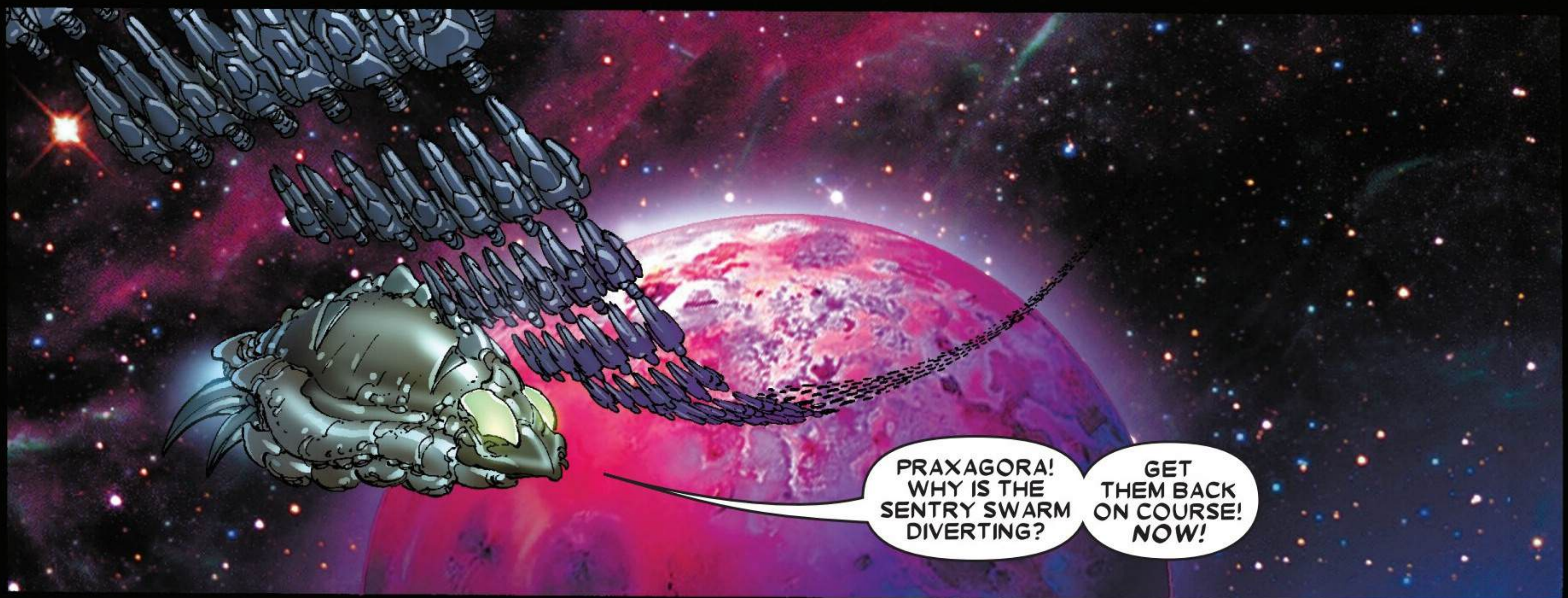
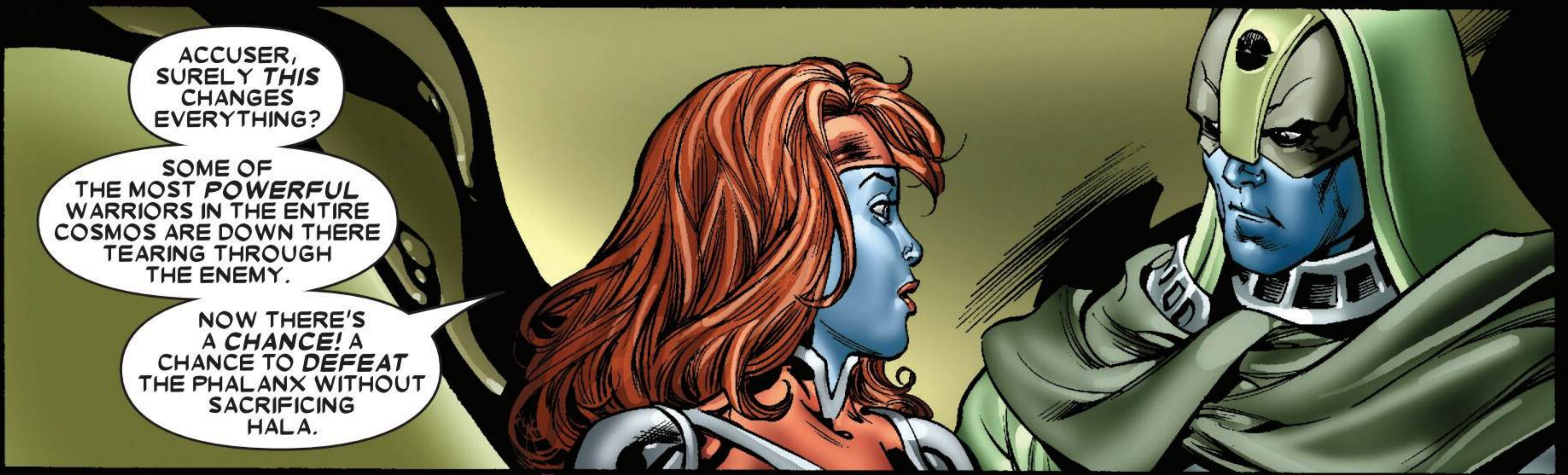


ON
DISPLAY.

THAT'S
RIDER,
THE HUMAN
CENTURION,
AND
QUASAR...

FOR DAS'T
SAKE, KREE,
THEY'RE GOING
HEAD TO HEAD WITH
THE ENTIRE
COVENANT!

I HAVE
EYES,
KL'RT.





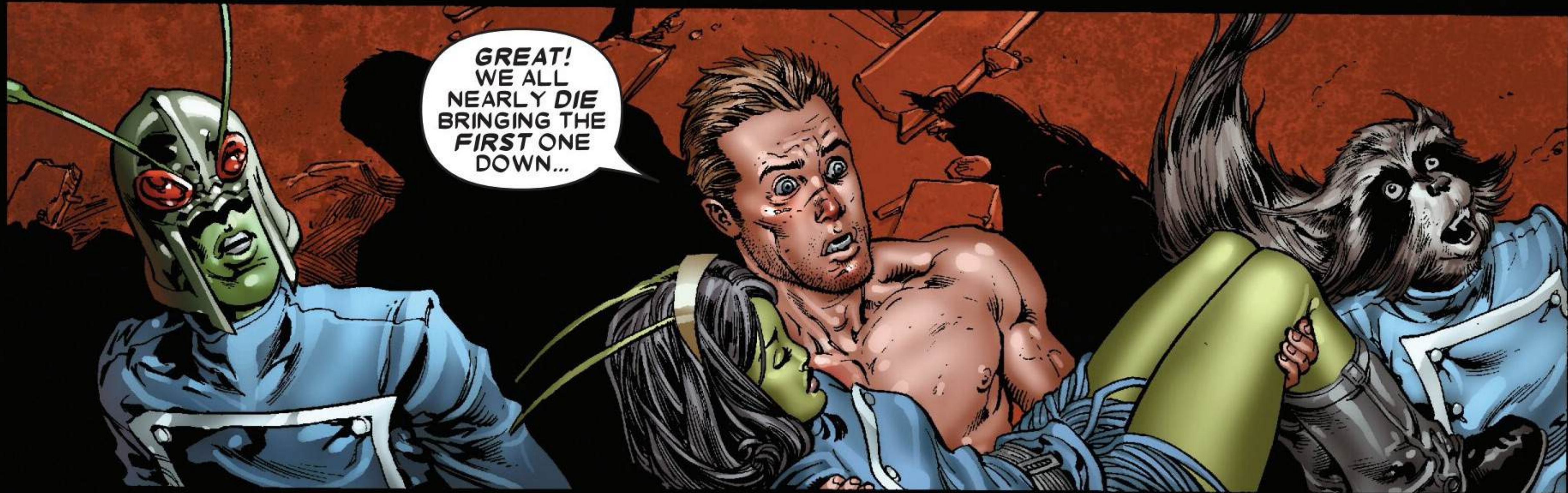




...TWO
GAZILLION
SENTRIES
DESCENDING ON
THE CITY!

LIKE WE
DON'T HAVE
ENOUGH
PROBLEMS!

ZAA-POW!



GREAT!
WE ALL
NEARLY DIE
BRINGING THE
FIRST ONE
DOWN...



...AND
NOW THEY'RE
BUILDING ANOTHER
FREAKING
SPIRE?



OH. RIGHT.
SO NOT A
SPIRE.

THEY'RE
FORMING
SOMETHING
MUCH, MUCH
WORSE...

"...GIANT.
KILLER.
ROBOT."

PHALANX
DOMINATION WILL
NOW BE
REASSERTED.

THE AUTHORITY
OF GREAT
ULTRON WILL BE
ABSOLUTE.

PHALANX,
EXTERMINATE ALL
THE TERRORIST
INSURGENTS.





ULP! WARLOCKSELF IS BEGINNING TO FEEL OUTCLASSSED AND OUTNUMBERED!

JUST KEEP FIGHTING, MY NAMESAKE! ULTRON'S MY RESPONSIBILITY!

QUASAR! WITH ME!



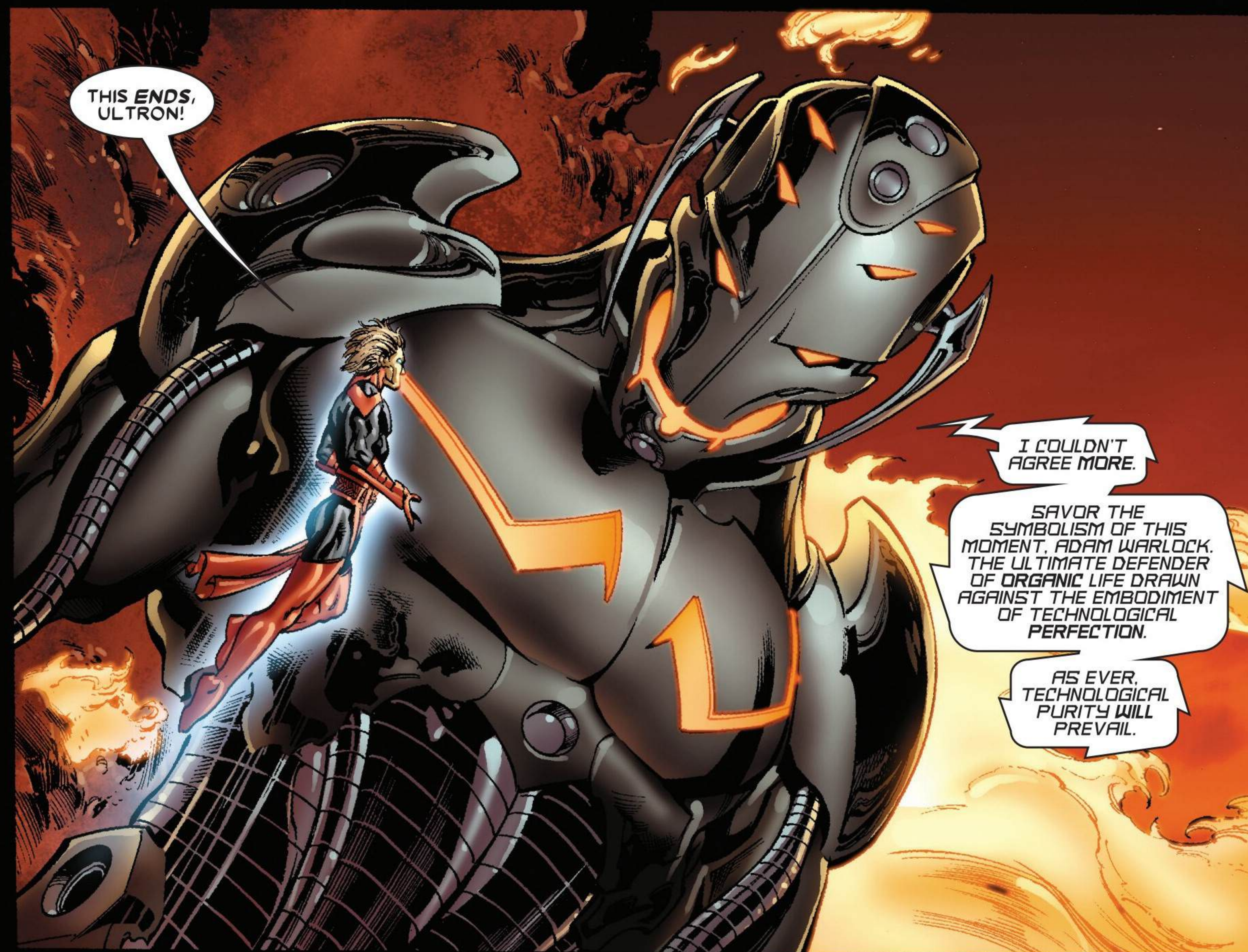
I HEAR YOU!

RICHARD?

JUST GO, PHY! IF ADAM WARLOCK'S GOT A PLAN, IT GETS MY VOTE!

WE'VE GOT PLENTY TO KEEP US OCCUPIED!

JUST LIKE OLD TIMES, EH, RICHARD-HUMAN?

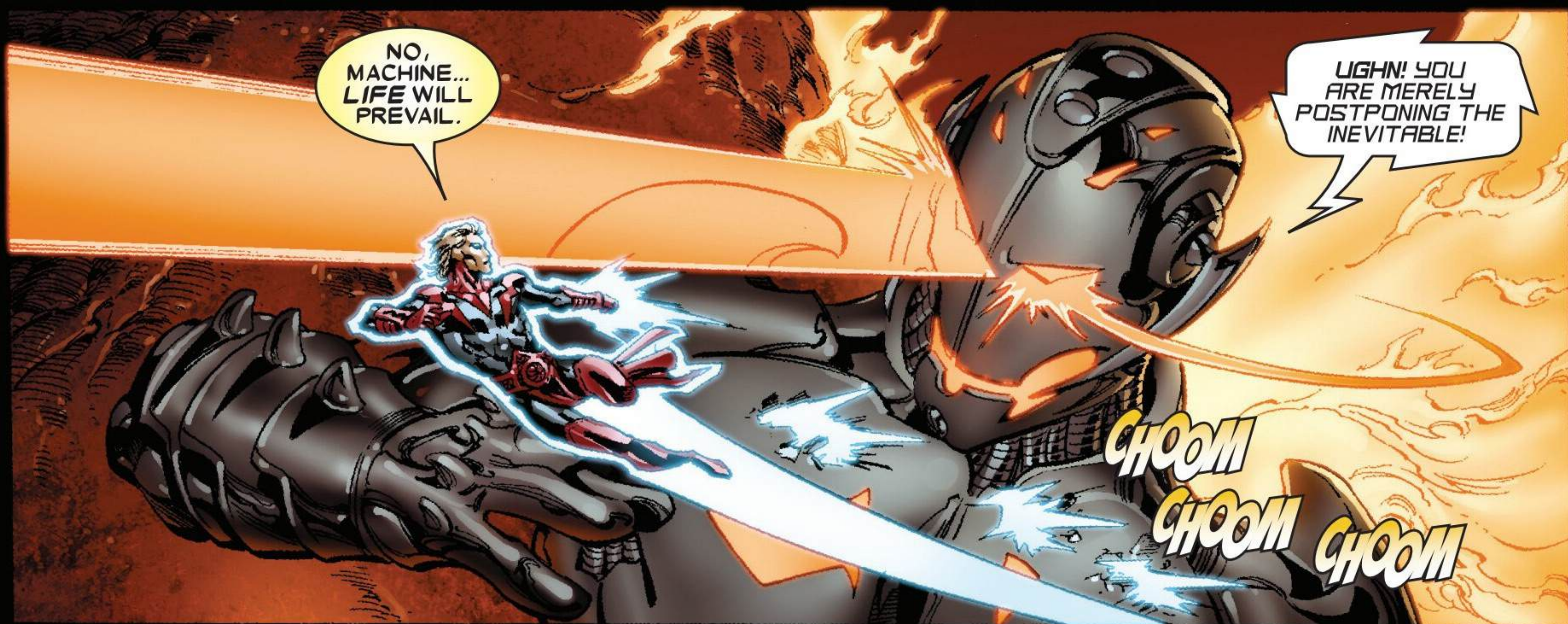


THIS ENDS, ULTRON!

I COULDN'T AGREE MORE.

SAVOR THE SYMBOLISM OF THIS MOMENT, ADAM WARLOCK. THE ULTIMATE DEFENDER OF ORGANIC LIFE DRAWN AGAINST THE EMBODIMENT OF TECHNOLOGICAL PERFECTION.

AS EVER, TECHNOLOGICAL PURITY WILL PREVAIL.



NO, MACHINE...
LIFE WILL
PREVAIL.

UGHN! YOU
ARE MERELY
POSTPONING THE
INEVITABLE!

CHOOM
CHOOM
CHOOM



ADAM! WE COULD BARELY
FACE HIM BEFORE,
BUT AT THIS SIZE--IT'S
HOPELESS!

I WAS
DEAD, BUT YOU
BROUGHT ME
BACK. WAS THAT
HOPELESS?

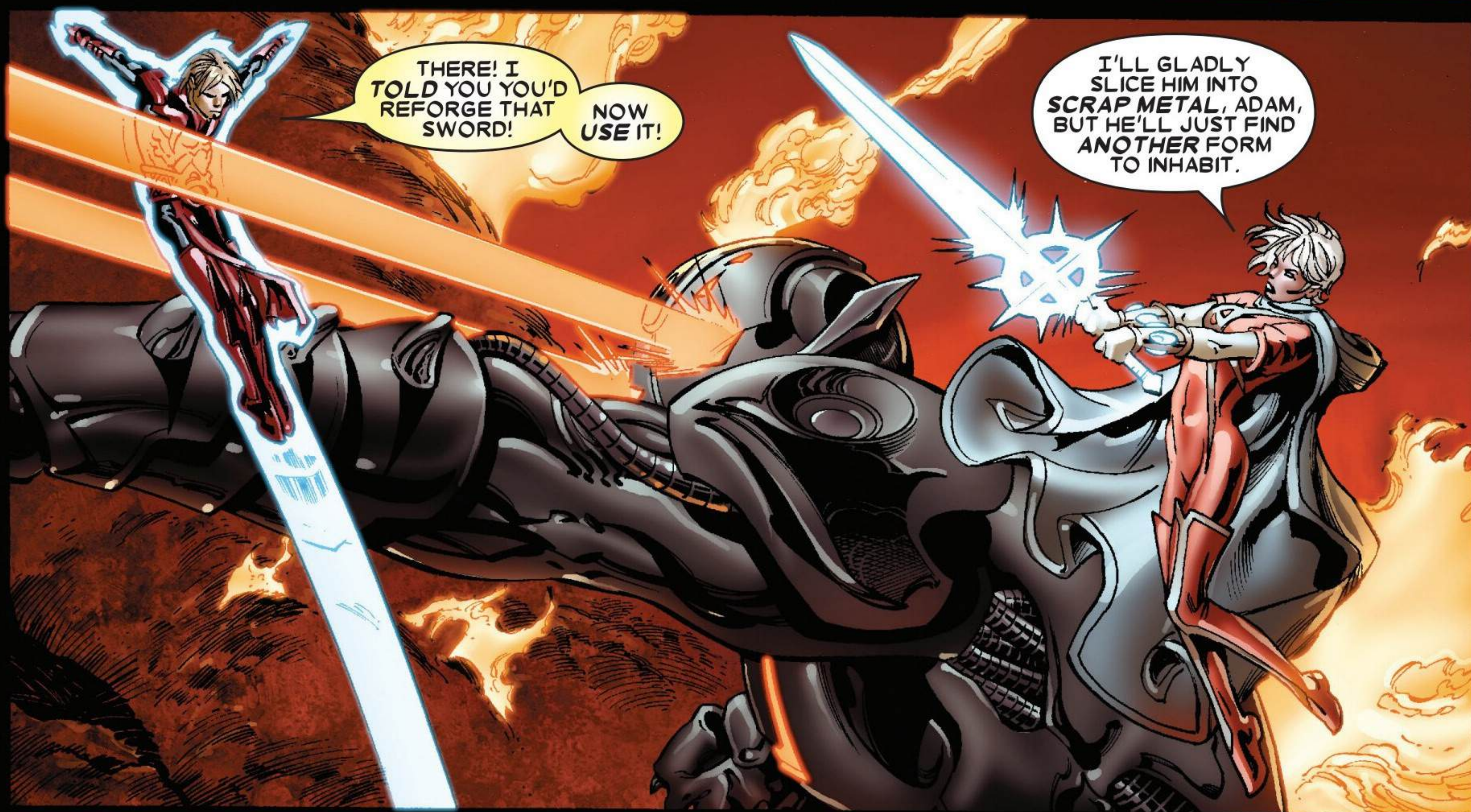
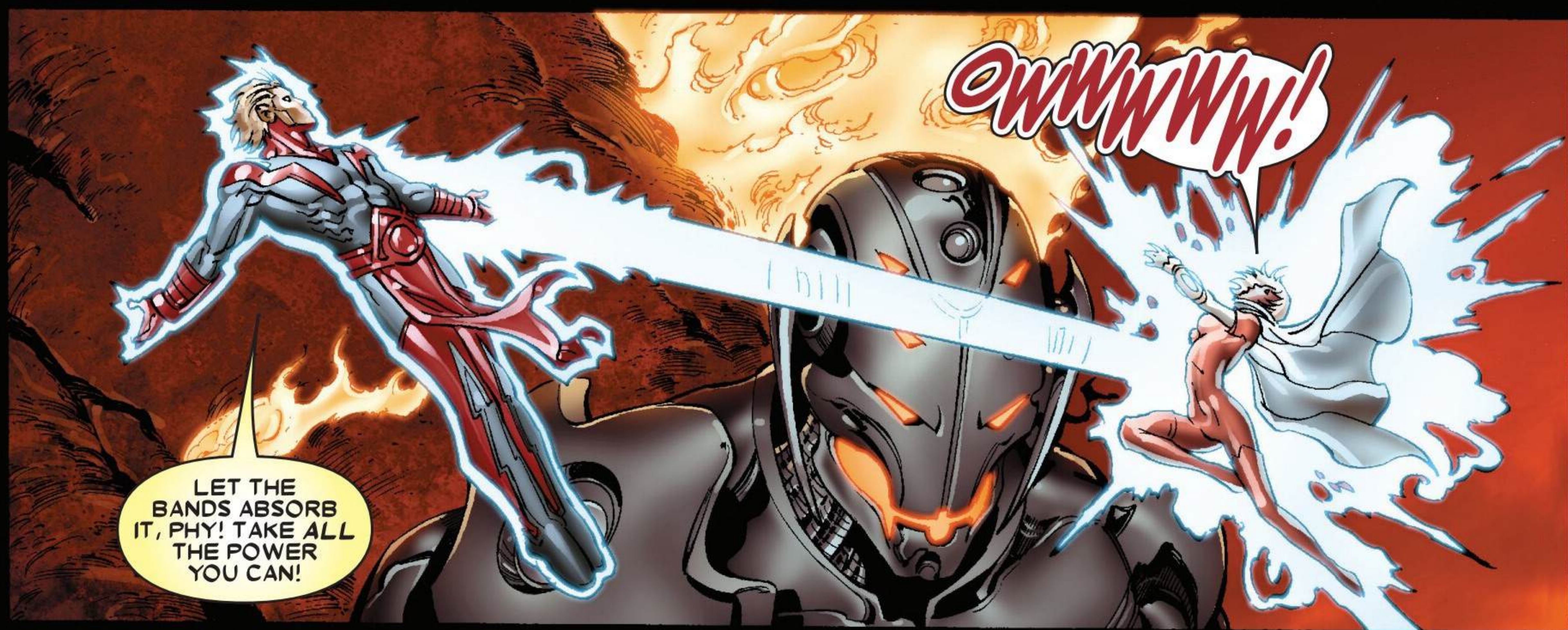
YOUR
BANDS ARE
THE KEY. THEY'VE
ALWAYS
BEEN.

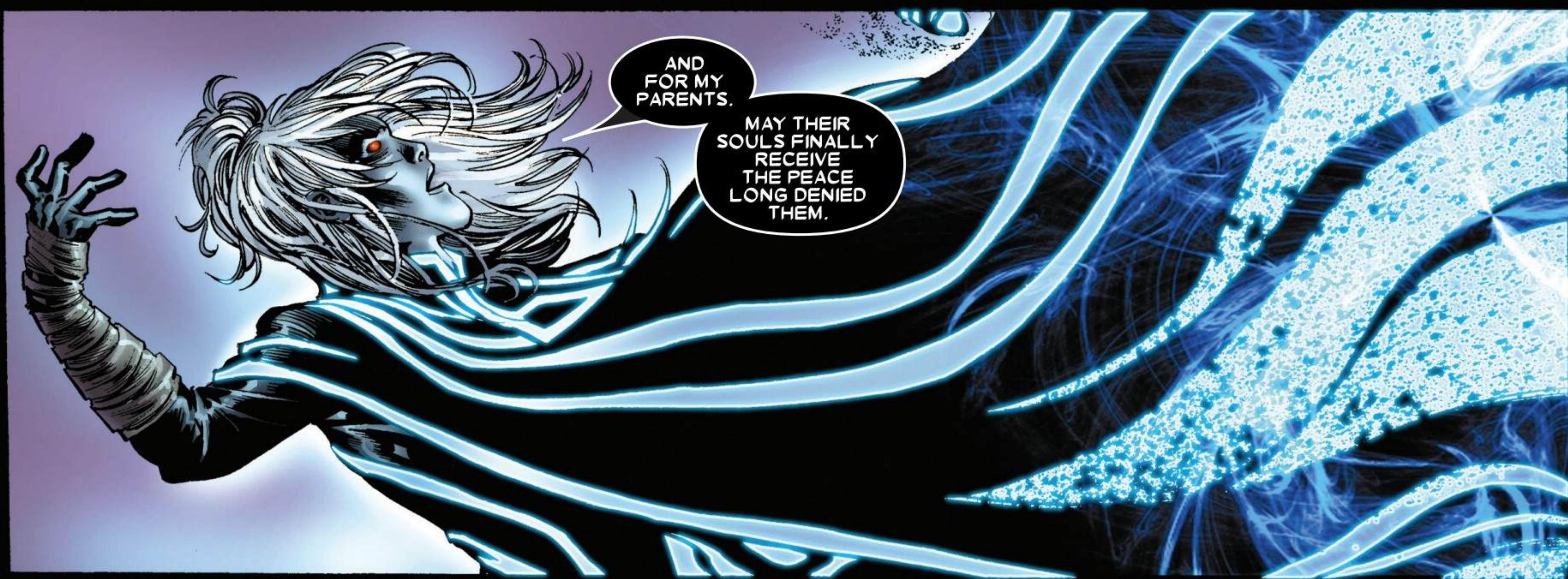


WE'RE
SURROUNDED BY
LIFE ENERGIES, PHYL. A.
THE LOST SOULS OF THE
KREE POURING OUT
OF THE DAMAGED
SPIRE.

PREPARE
YOURSELF. I
AM ABOUT TO
CHANNEL THAT
POWER INTO
YOU.

YOU
CAN DO
THAT?







AAAA/G
HHH
HHH
H!

THIS
IS YOUR
DOOM!



BA-WA-KOOOONNN





EPILOGUE.

"So that was how it *ended*. The worst weeks of my life. The *strangest*, too."

"There were moments of total insanity. But when someone as *extraordinary* as Adam Warlock gets involved, you just have to go with it."

"He's like that. He's the second most amazing person I've ever known."

"(You'd be the *first*, obviously.)"

"It's weird here, in the aftermath. There's a sense of victory, but it's *muted*."

"Part of me wants to celebrate, but there's too much *grief*, too much loss."

"And too much to be done."

"The Kree dominions must be purged of all remaining Phalanx taint."

"It is *slow* work, even though the transmode has been *shocked* into dormancy."

"The somber mood is making some of us restless, *haunted* by what we did or didn't do."

"Or what we *might* have done."

"Others put on a brave face and look to the future. Peter Quill, who nobly **blames** himself for this entire disaster, seems very inspired these days.



"I wish I had **half** his optimism. For me, this is simply a period of healing...



"...and a time to remember what we have lost."



BUSY?

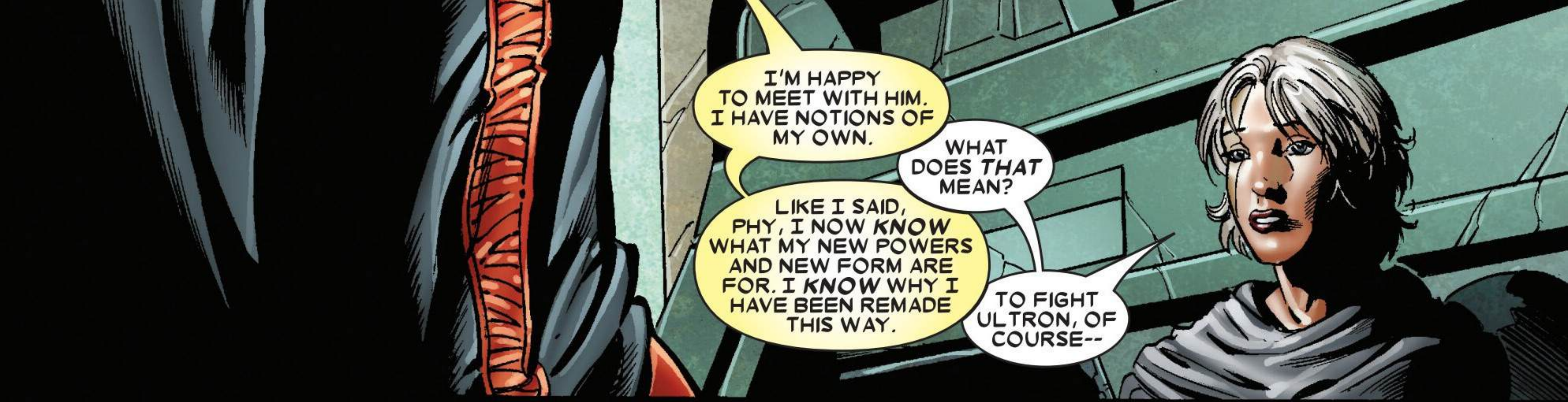
JUST WRITING TO AN OLD FRIEND.

I'VE BEEN TOLD PETER WANTS TO SEE US BOTH.

WHY?

SOME VENTURE HE HAS IN MIND.





I'M HAPPY TO MEET WITH HIM. I HAVE NOTIONS OF MY OWN.

WHAT DOES THAT MEAN?

LIKE I SAID, PHY, I NOW KNOW WHAT MY NEW POWERS AND NEW FORM ARE FOR. I KNOW WHY I HAVE BEEN REMADE THIS WAY.

TO FIGHT ULTRON, OF COURSE--



YES, BUT THAT WAS JUST THE START.

THERE'S A STRUGGLE COMING, A TERRIBLE STRUGGLE THAT WILL MAKE THE PHALANX AND ANNIHILUS SEEM LIKE AFTERTHOUGHTS.



AND WHEN THE TIME COMES, I'D BE PROUD TO HAVE YOU AT MY SIDE. LET'S GO AND SEE STAR-LORD, AND LISTEN TO HIS DREAMS.

IT WOULD BE A PLEASURE. JUST LET ME FINISH AND DELIVER THIS.



"The stars turn. The cosmos continues. I will stand with Star-Lord, with Adam, with *whoever*, to protect my people. I now have so many new allies...



"...but I would trade it *all* just to hold you in my arms again.

"I will miss you forever.

"All my love.
-Phy."

END.

ANNIHILATION

SAGA



ANNIHILATION

SAGA

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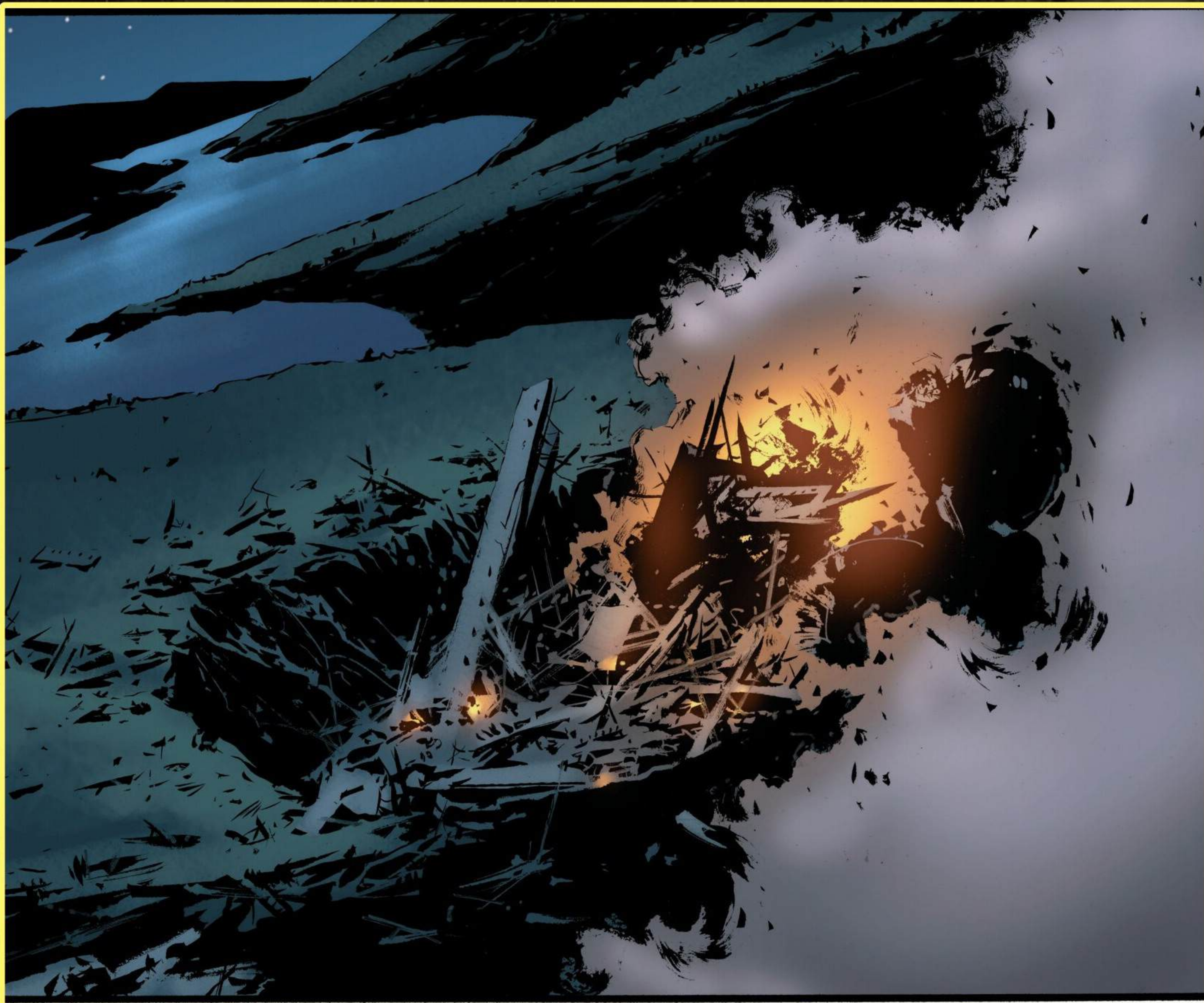
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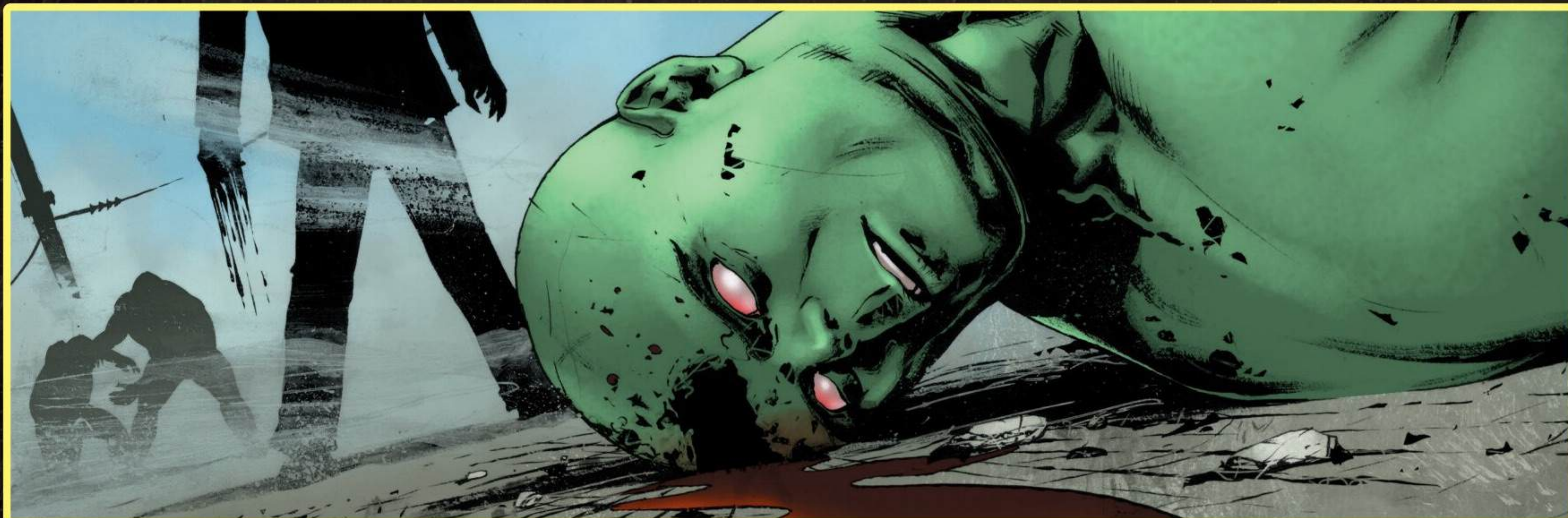
DIVITO
VILLARI

ANNIHILATION DAY, MINUS 41



The extraterrestrial prison ship Dredge 01 is en route to the Kyn to transfer its prisoners when a navigation failure causes it to crash on Earth, near Coot's Bluff, Alaska. Surviving the crash are the Blood Brothers, Lunatik, Drax the Destroyer and Paibok the Power-Skrull. Realizing that they are on a world inhabited by countless superhumans, Paibok assumes command to begin preparations for a hasty escape.

Drax opposes his former cellmates, but the dim-witted hero is undone when Paibok assumes the form of Thanos, throwing him off-guard long enough to kill him.



ANNIHILATION DAY, MINUS 40



A local girl named Cammi bargains with Paibok and claims Drax as her property. To her surprise, Drax's body undergoes a startling transformation as he returns to life. Although much of his power has been lost, he has regained his intellect and has all the instincts of a warrior-born.

Drax kills Lunatik and one of the Blood Brothers before Paibok summons his former captors to come and claim them, rather than be killed himself. Paibok, Drax and Cammi are all escorted off-planet aboard the prison ship Dredge 02.

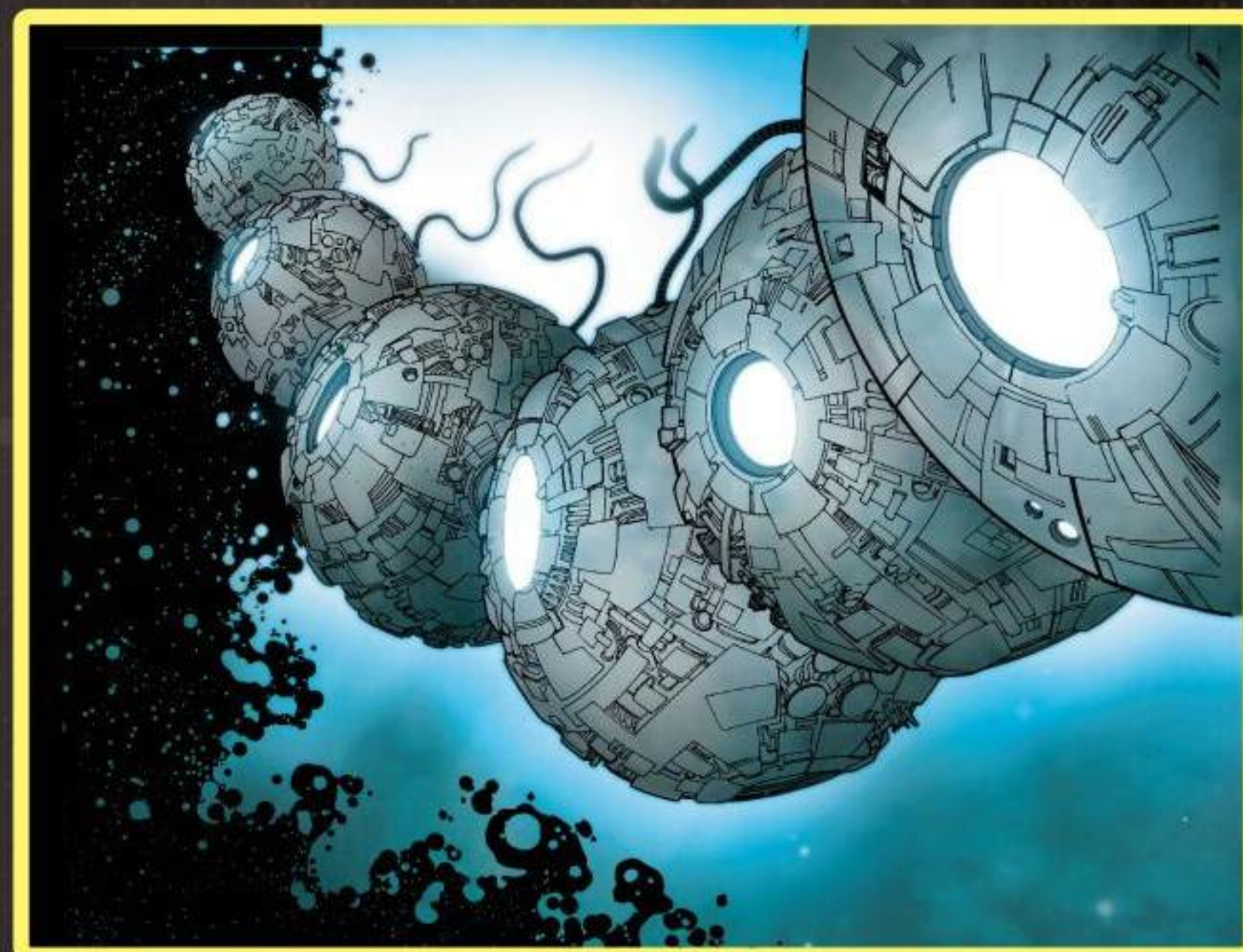


ANNIHILATION DAY, MINUS 7

At the center of the universe lies the Crunch, the region from which all space expands. The energies of the Crunch have been used for countless millennia to contain the prisoners of the Kyn. The Kyn has incarcerated many of the most dangerous beings in the cosmos within its walls.



The Kyn was recently visited by Thanos, who claimed the chaos mite Skreet and former herald of Galactus, the Fallen One to serve him. He now waits by the Crunch with the manifestation of Death herself. Death, in the form of a young girl, tells Thanos to look for what will come from the Crunch.

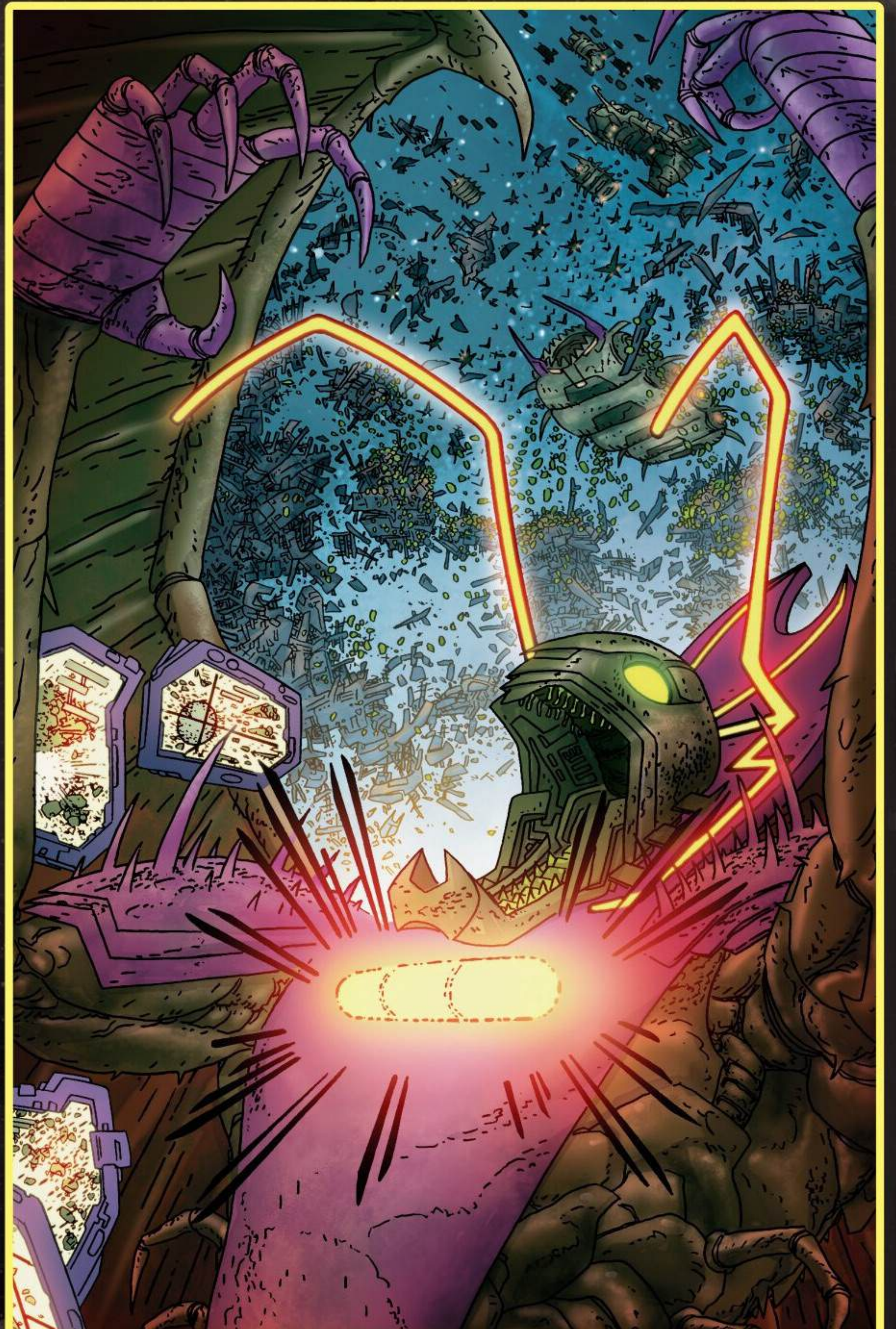


ANNIHILATION DAY

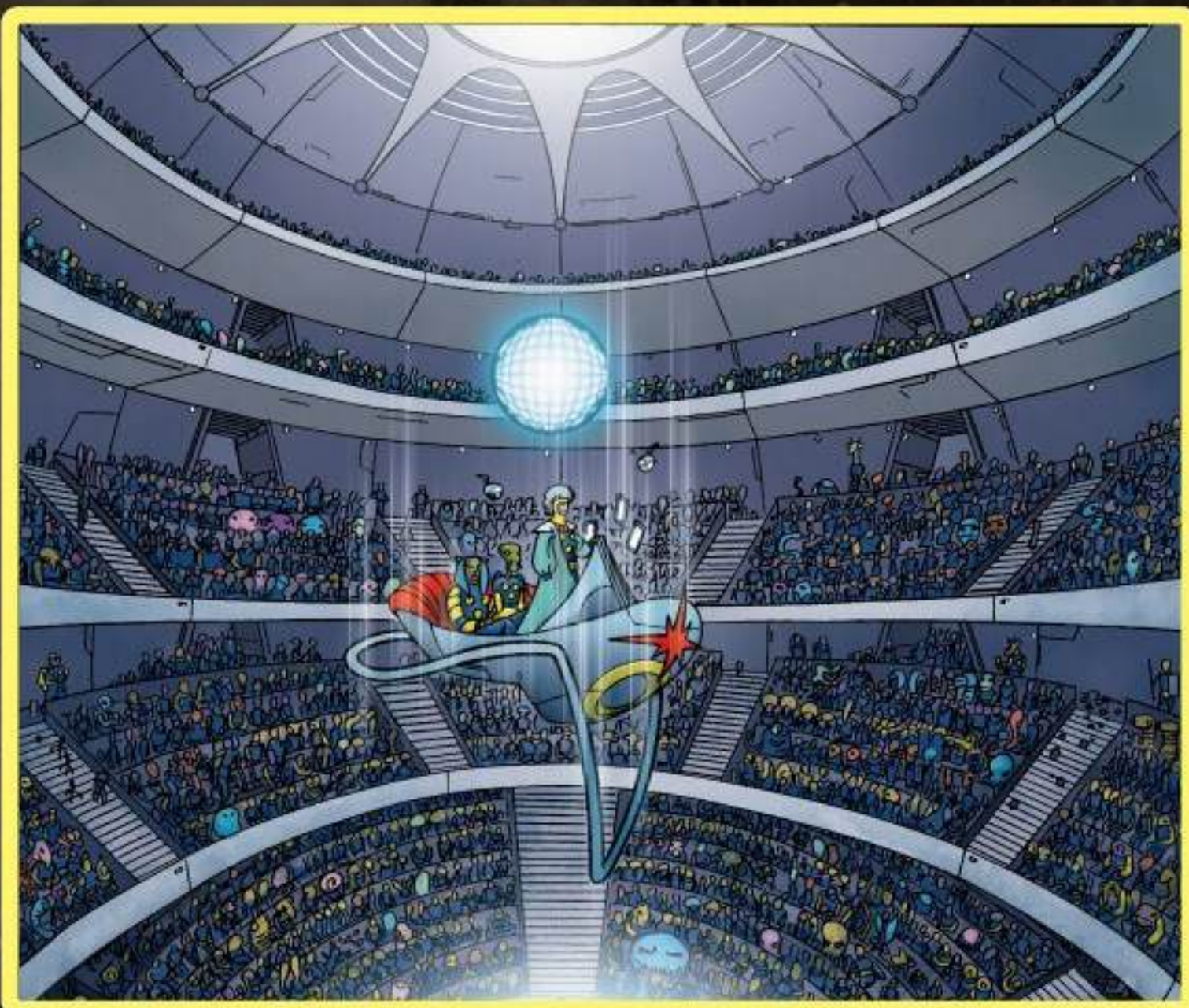


From the Crunch itself emerges a fleet of warships manned by insectoid creatures. This is the Annihilation Wave, personal army of Annihilus. The Kyn is destroyed by their entrance as they set out to obey their master's command: extinguish life wherever they find it. In their home dimension, the anti-matter realm called the Negative Zone, space is in a constant state of contraction, while our own universe expands from the Crunch. Annihilus has declared war on our universe in order to "reclaim" what the Negative Zone has lost.

The Annihilation Wave follows a chain of command through the insect hivemind that links it to Annihilus and his queens Eradica, Extermina and Extirpia.

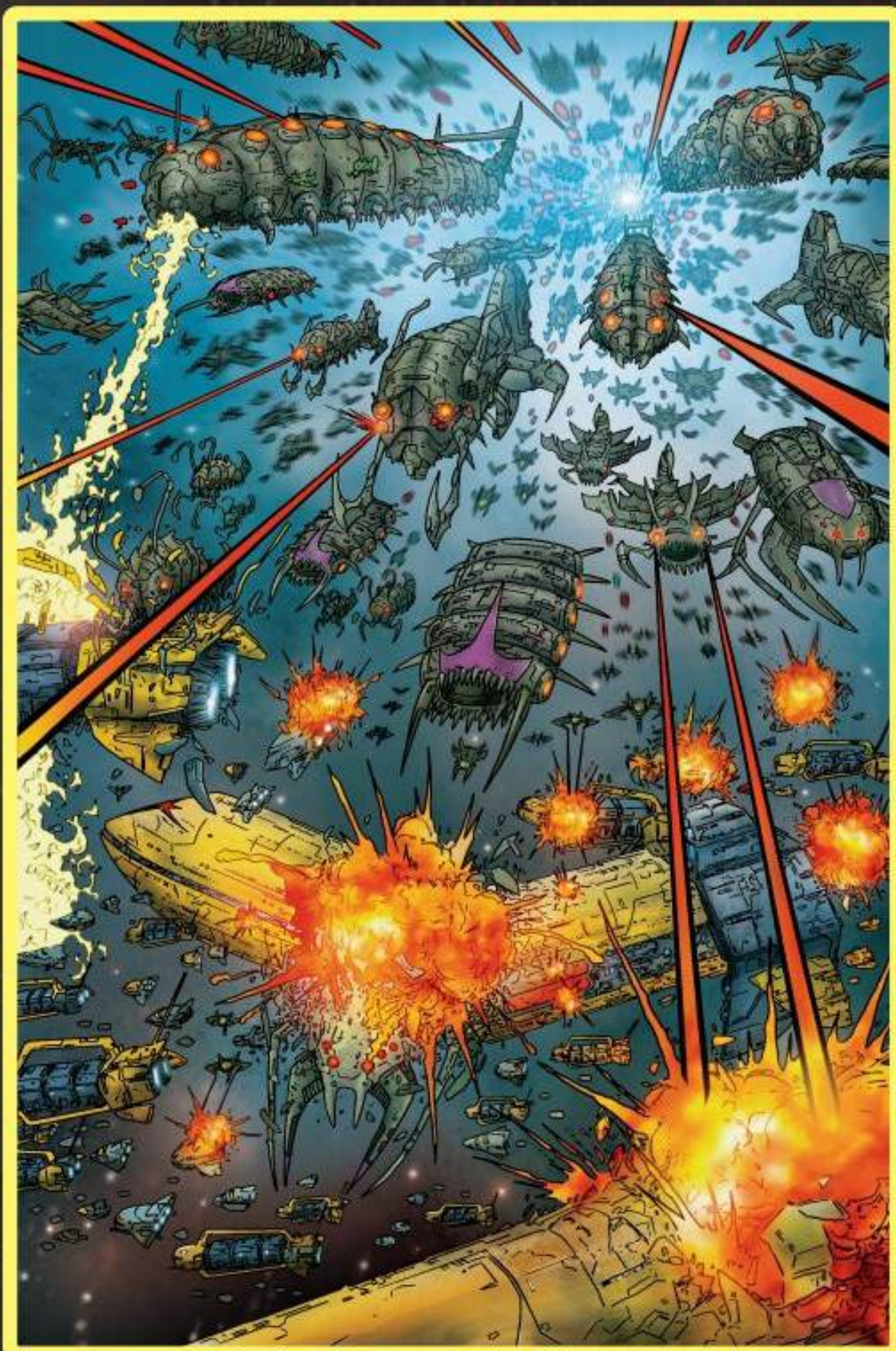


ANNIHILATION DAY, PLUS 7



At Xandar, the entire Nova Corps (including Richard Rider of Earth) are assembled to prepare for a confrontation with the Wave.

The Dredge 02, still bound for the Kyn, is escorted to the Nova Corps and receives Drax and Cammi for processing. Because of Drax's recent transformation, the Nova Corps cannot prove his identity. Drax and Cammi are released from custody, but must remain with the Nova Corps until the threat of the Wave has been assessed.



The Nova Corps meet the onslaught of the Wave. Although the Nova Corps put up a heated resistance, the Wave massacres their ranks and the Worldmind computer system responsible for their tactical information is taken offline.

The destruction of the Corps' orbital spaceport causes it to crash into Xandar itself, taking countless more lives.



Richard Rider appears to be the only survivor of the Corps.



Drax and Cammi beat a hasty retreat as the Nova Corps collapse.

ANNIHILATION DAY, PLUS 11

Nova is contacted by the Worldmind, which is now in danger of going offline permanently within two hours. Should the Worldmind be lost, the Nova Force itself and all that remains of Xandar's knowledge and culture would also be lost. In order to preserve the Worldmind and keep the Wave from claiming it, Nova allows it to download into him.



As a result, Nova becomes more powerful than ever, and immediately sets after the Wave to destroy them. Although Nova unleashes destruction upon a fleet, he is still lacking control over his newfound power, and nearly destroys himself in the process.



Nova encounters Drax and Cammi, and they set out to find a transport so that they can get away from Xandar.

Nova is still resisting the Worldmind's attempts at counseling him, as it believes that Nova's primary mission should be to preserve its valuable data, not to combat the Wave.



Drax confers with the Worldmind, then offers to help train Nova to master the Nova Force.



Drax helps Nova open a stargate to launch their ship to Nycos Aristedes, but the ship nearly crashes as a result.



They are saved by Earth man Wendell Vaughn, also known as Quasar, the Protector of the Universe.



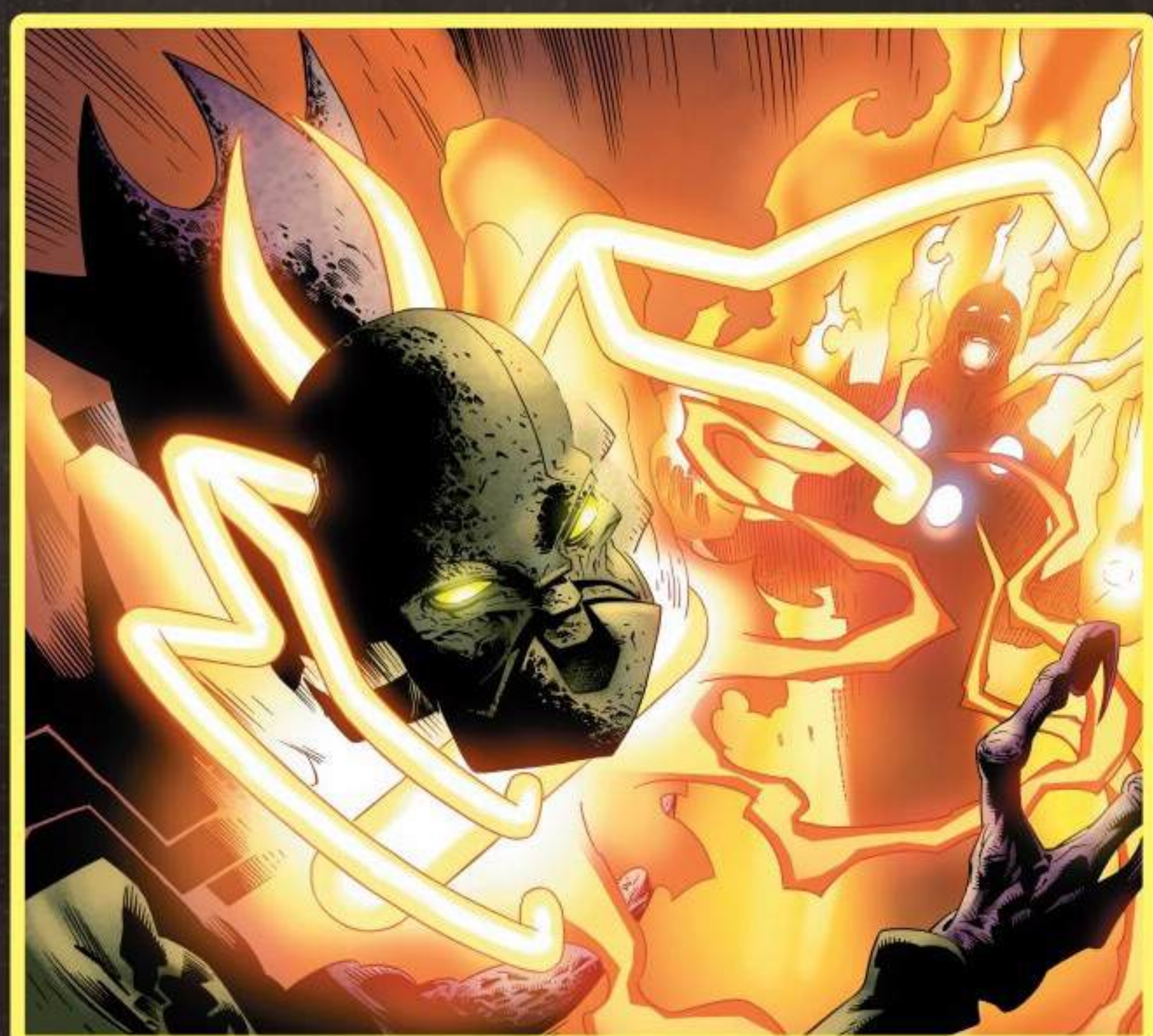
Quasar is in the process of overseeing a mass evacuation of Aakon colonists from Nycos Aristedes before the Wave can reach them.



Nova begins to prepare another stargate for transport, but the Wave arrives and attacks their convoy. Quasar and Nova assault the fleet together, and find Annihilus himself is in command.



When the two heroes battle Annihilus, Quasar is slain and his quantum bands are claimed by Annihilus, rendering him even more powerful.



When Annihilus attempts to drain the Nova Force from Rider into himself, the Worldmind taps into the Wave's hivemind and causes the fleet to assault one another.

Nova nearly dies from the clash, but is retrieved by Drax and Cammi.



ANNIHILATION DAY, PLUS 12



Ronan the Accuser of the Kree Empire is taken into military custody to face a court martial.

ANNIHILATION DAY, PLUS 15

While performing espionage upon the Kree, Kl'rt the Super-Skrull overhears that the Wave possesses a weapon called the Harvester of Sorrow, apparently responsible for the destruction of two Skrull planetary systems.



ANNIHILATION DAY, PLUS 17



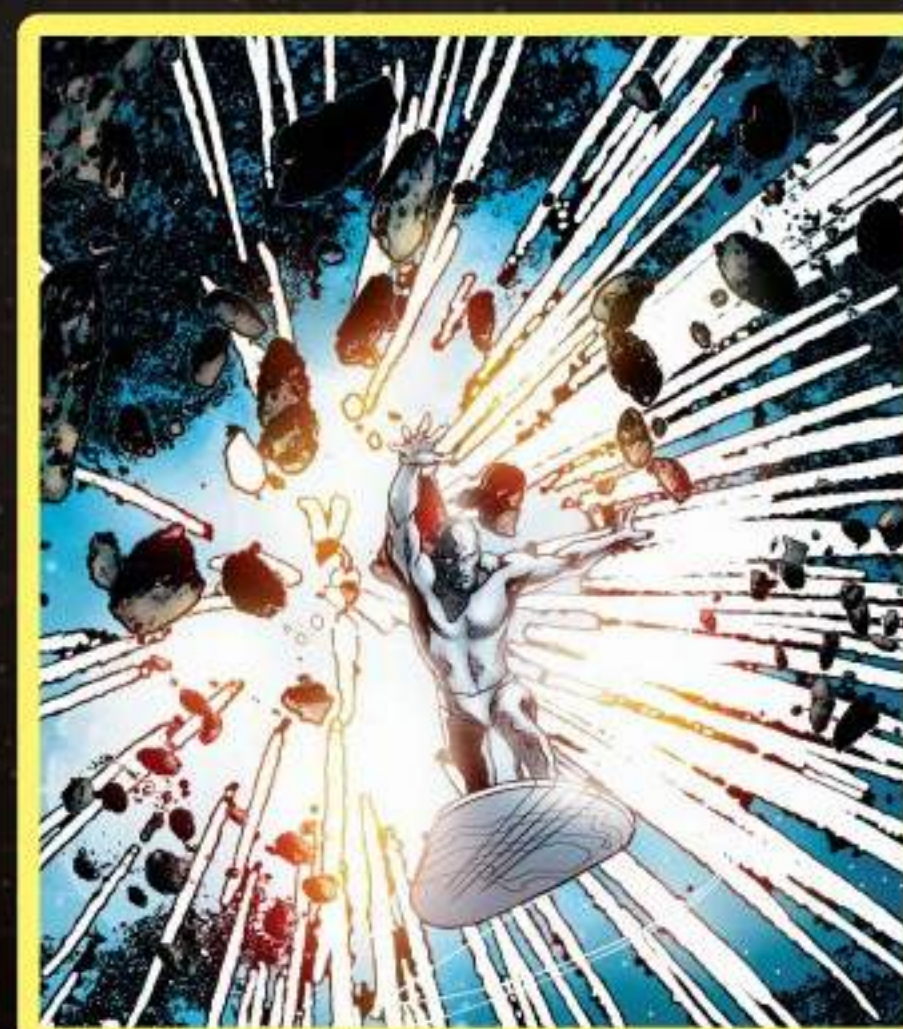
Annihilus instructs his forces to bring him the heralds of Galactus in the hopes of analyzing and mastering the Power Cosmic which grants them their awesome powers. One of Annihilus' chief Seekers, Ravenous, leads an assault upon the Air-Walker, the android re-creation of one-time herald Gabriel Lan. Air-Walker is drawn out by the destruction of his former homeworld Xandar.



The Silver Surfer arrives and drives Ravenous off, but it is too late for the Air-Walker.



The Air-Walker encourages the Surfer to fight the Wave, then deactivates.

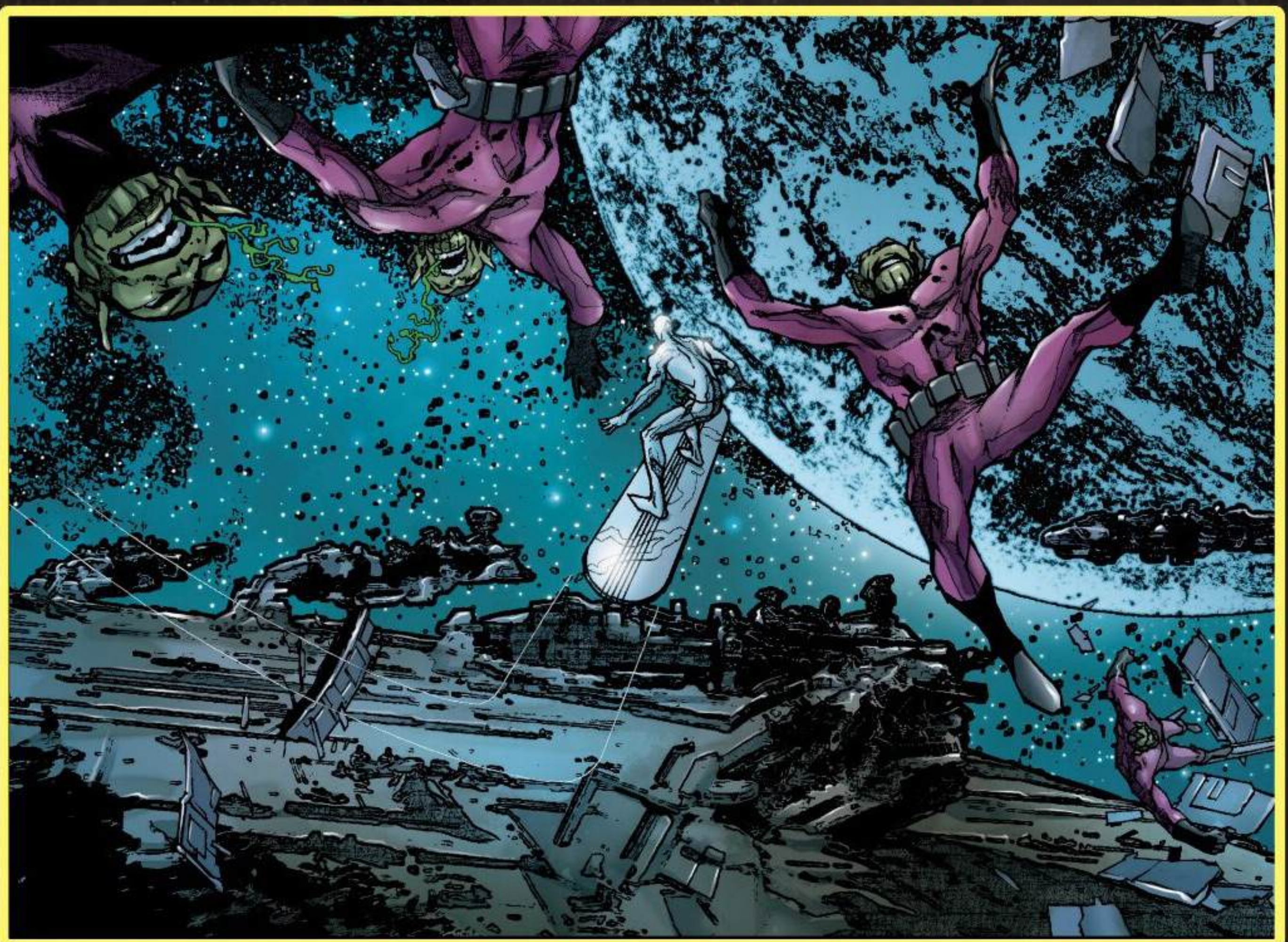


The Surfer marks his friend's passing by generating a quantum singularity (black hole) where he fell.

ANNIHILATION DAY, PLUS 19



Former herald Terrax the Tamer is confronted and captured by the Seekers.



The Silver Surfer enters Skrull territory, finding it devastated by the Wave.



At a debris field, the Silver Surfer finds a survivor — a former indentured slave to the Skrulls named Tarq Maru. The Surfer resolves to bring Maru to safety rather than leave him to die.



The Surfer is attacked by Seekers, but fellow heralds Red Shift and Firelord come to his aid.



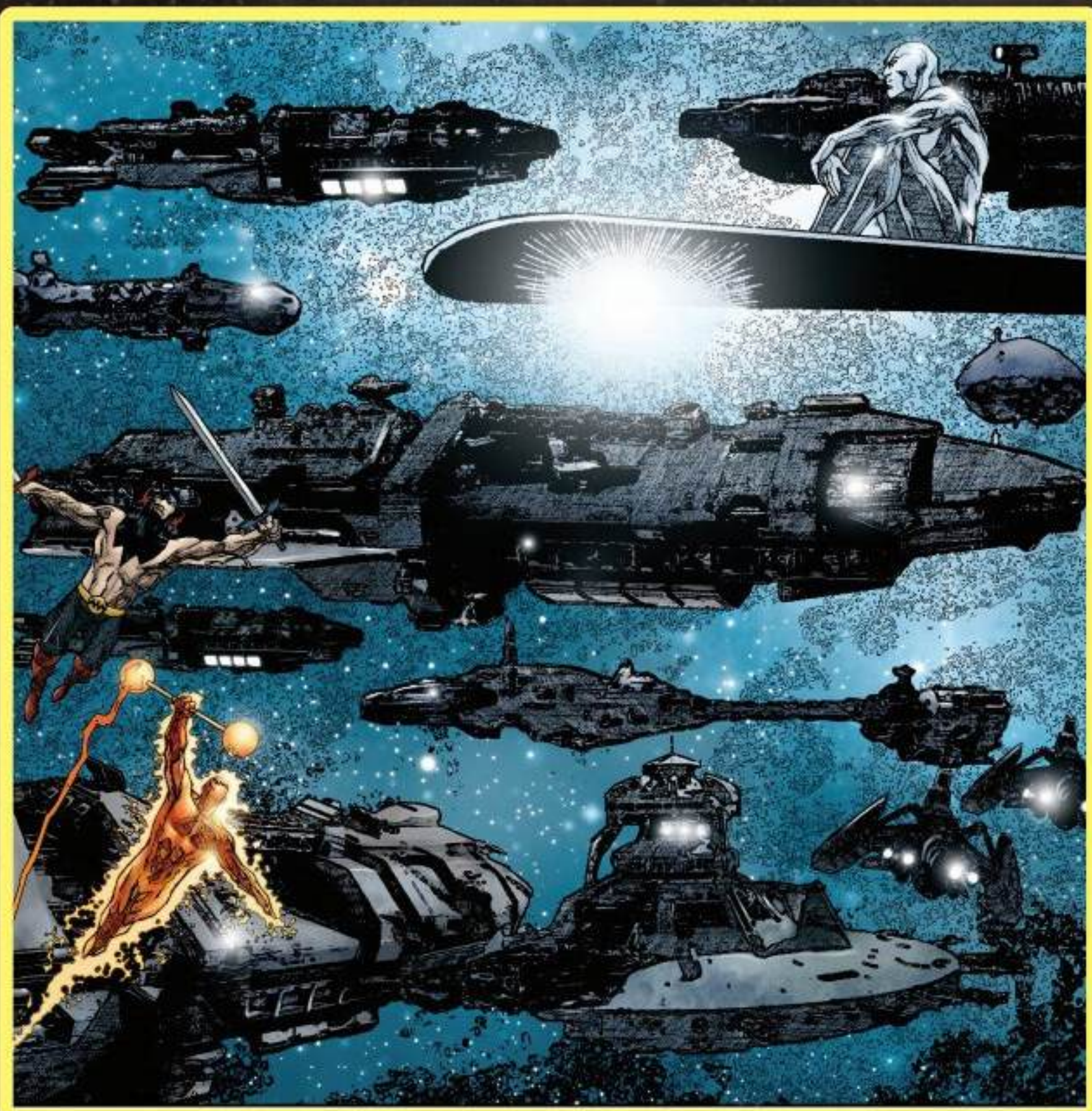
Thanos holds an audience with Annihilus and they forge an alliance of convenience.

ANNIHILATION DAY, PLUS 20



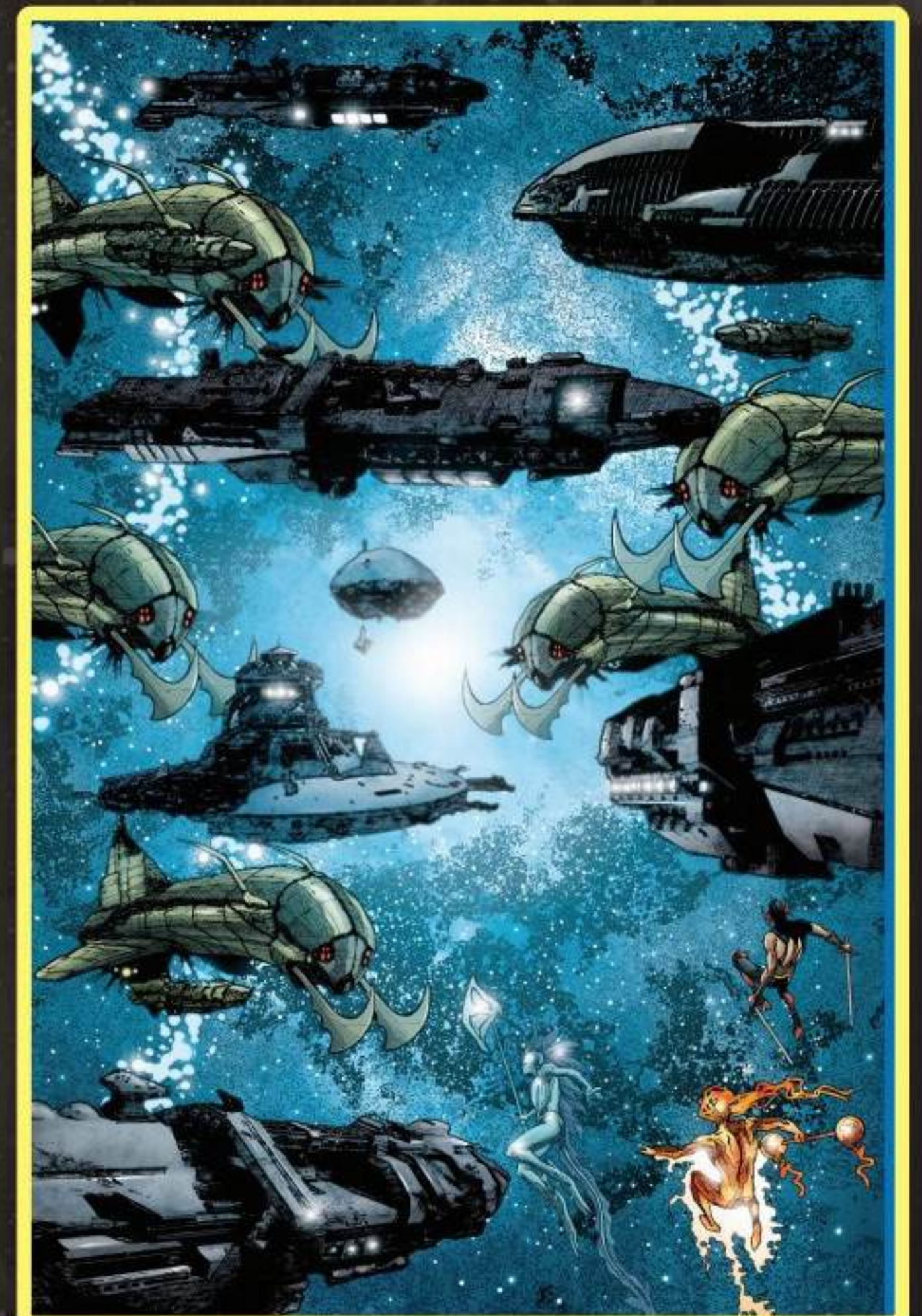
Aegis and Tenebrous, two entities who once warred with Galactus in ages past, are revealed to have been released from the Klyn.

As Aegis and Tenebrous prepare to confront Galactus, they discover the Fallen One, sent there to retrieve the comatose body of the Maker (once known as the Beyonder) for Thanos' use. Recognizing the Fallen One as a creation of Galactus, they begin to interrogate him.



The Silver Surfer, Firelord and Red Shift deposit Targ Maru with a refugee fleet departing Skrull space.

The trio of the Silver Surfer, Firelord and Red Shift is joined by Galactus' current herald, Stardust. Stardust seeks to join them against the Wave, and directs the Surfer to an audience with Galactus.



Annihilus reveals his quest for the Power Cosmic to Thanos, having already failed to capture it from the dying body of the one-time Herald named Morg. Thanos prepares to offer his assistance out of scientific curiosity.

ANNIHILATION DAY, PLUS 21



Galactus reveals the threat of Aegis and Tenebrous to the Surfer, and requests that the Surfer rejoin him as herald, for he will need his aid in the coming battle. The Surfer agrees.

As Galactus readies the Surfer with new power, the Seekers arrive, led by Ravenous. As Ravenous readies to assault Galactus, they are suddenly attacked by the Silver Surfer, who devastates their fleet.



The Surfer destroys an entire Badoon planet in the course of battling Ravenous, and demands that they retreat to the Negative Zone.



ANNIHILATION DAY, PLUS 29



Ronan's court martial is held, and the Rigellian Tana Nile testifies that Ronan contacted Baron S'Bak, a high-ranking Skrull warlord. Supposedly, the two men were scheming to overthrow the House Fiyero, the Kree bureaucrats who currently rule the empire. Ronan is stripped of his title as Accuser.

ANNIHILATION DAY, PLUS 40

Thanos meets Aegis and Tenebrous, and learns that they seek Galactus. He suggests that they have similar goals and can be of use to one another.



ANNIHILATION DAY, PLUS 41

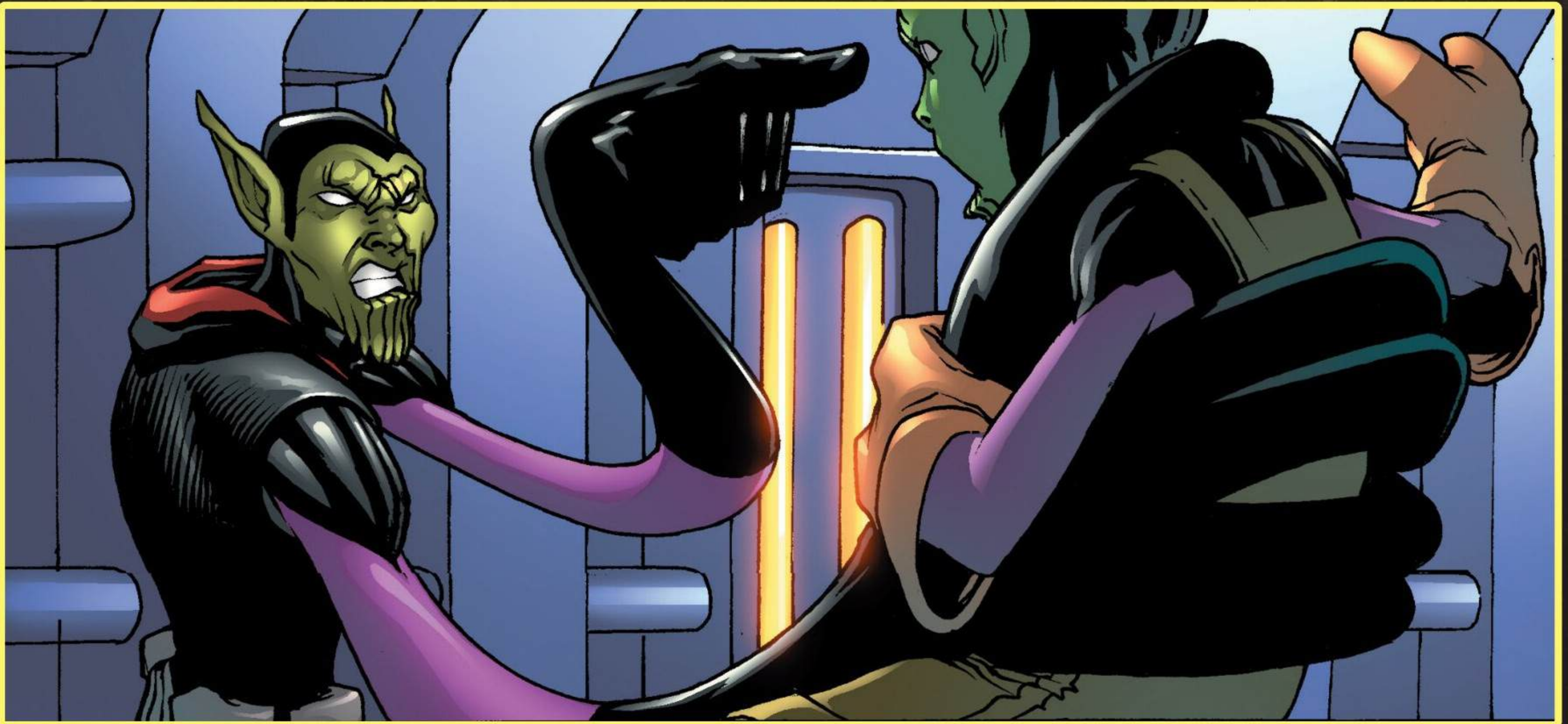


Forces of the Wave led by Admiral Salo assault the Skrull planet Aks'lo. Although the Super-Skrull leads local forces in a pitched battle, the world is destroyed by the Harvester of Sorrow. The Super-Skrull narrowly escapes.

ANNIHILATION DAY, PLUS 46



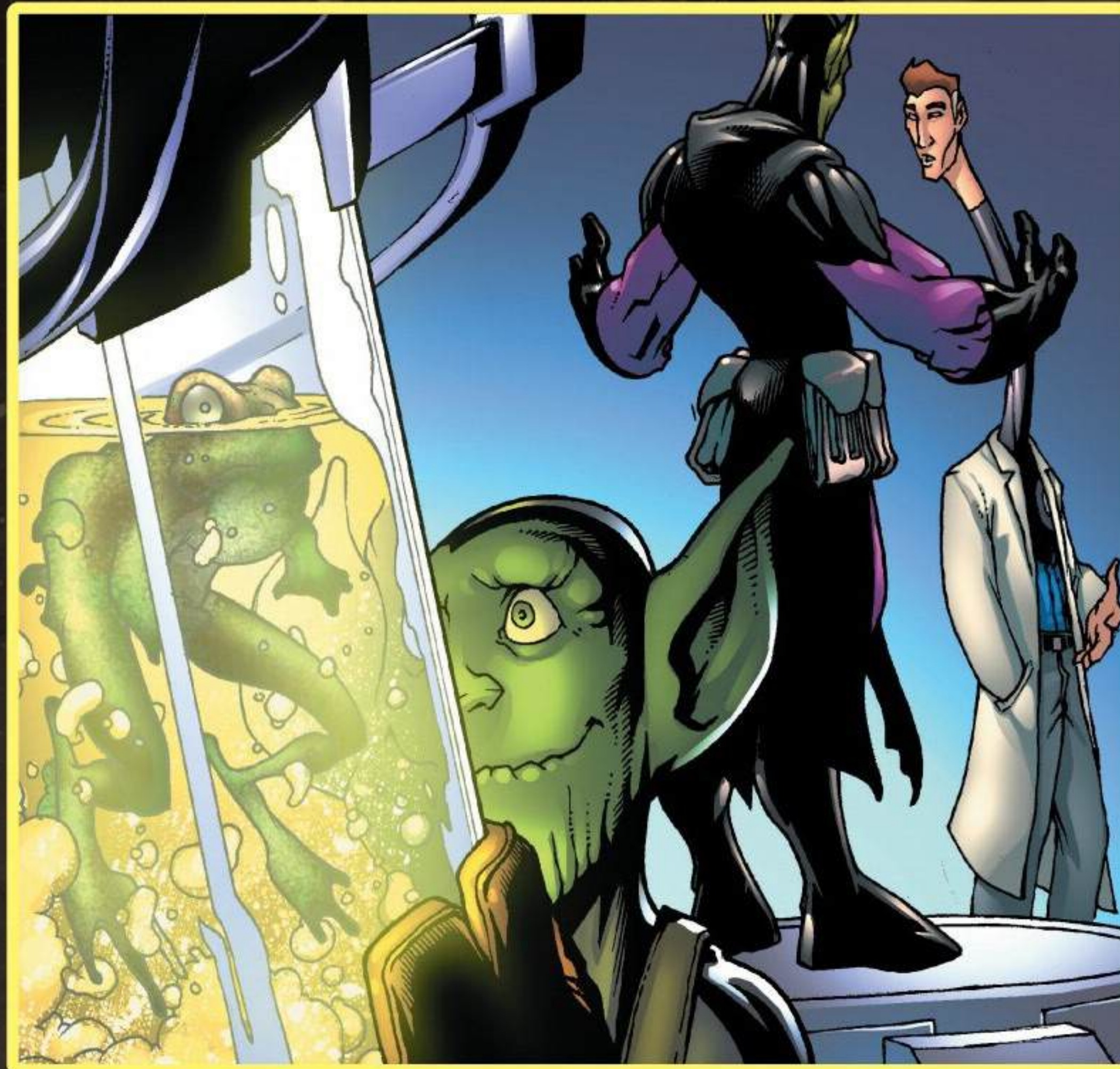
The Super-Skrull asks his superior, Baroness S'Bak, for the authority to lead a force against the Harvester of Sorrow and destroy it before more Skrull worlds fall. The Super-Skrull is particularly concerned that the next target might be Zaragz'na, the home of his son Sarnogg. However, he is no longer held in high esteem among his own people, and is denied permission.



Determined to fight for his people regardless, the Super-Skrull goes rogue. He is joined by R'Kin, a young mechanic whose father died under the Super-Skrull's command.

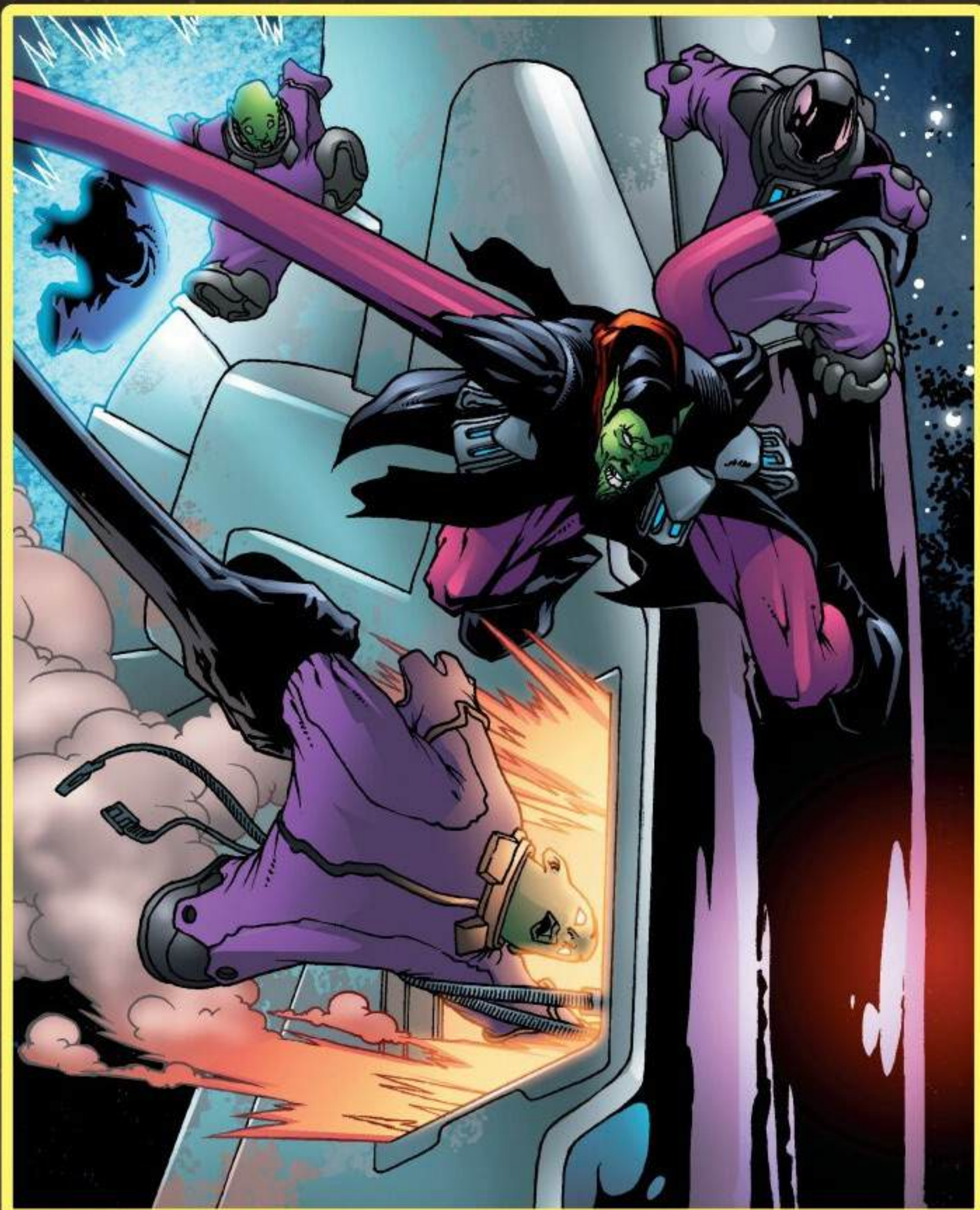
ANNIHILATION DAY, PLUS 47

R'Kin and the Super-Skrull journey to Earth and receive the aid of Mr. Fantastic in accessing the Negative Zone so that they can find the Harvester of Sorrow.



ANNIHILATION DAY, PLUS 48

The Super-Skrull and R'Kin jettison the crew of a Negative Zone vessel so that they have means of travel.



ANNIHILATION DAY, PLUS 52

The Super-Skrull interrogates a member of the Annihilation Wave and learns that the Harvester of Sorrow was created by Hawal.



ANNIHILATION DAY, PLUS 55

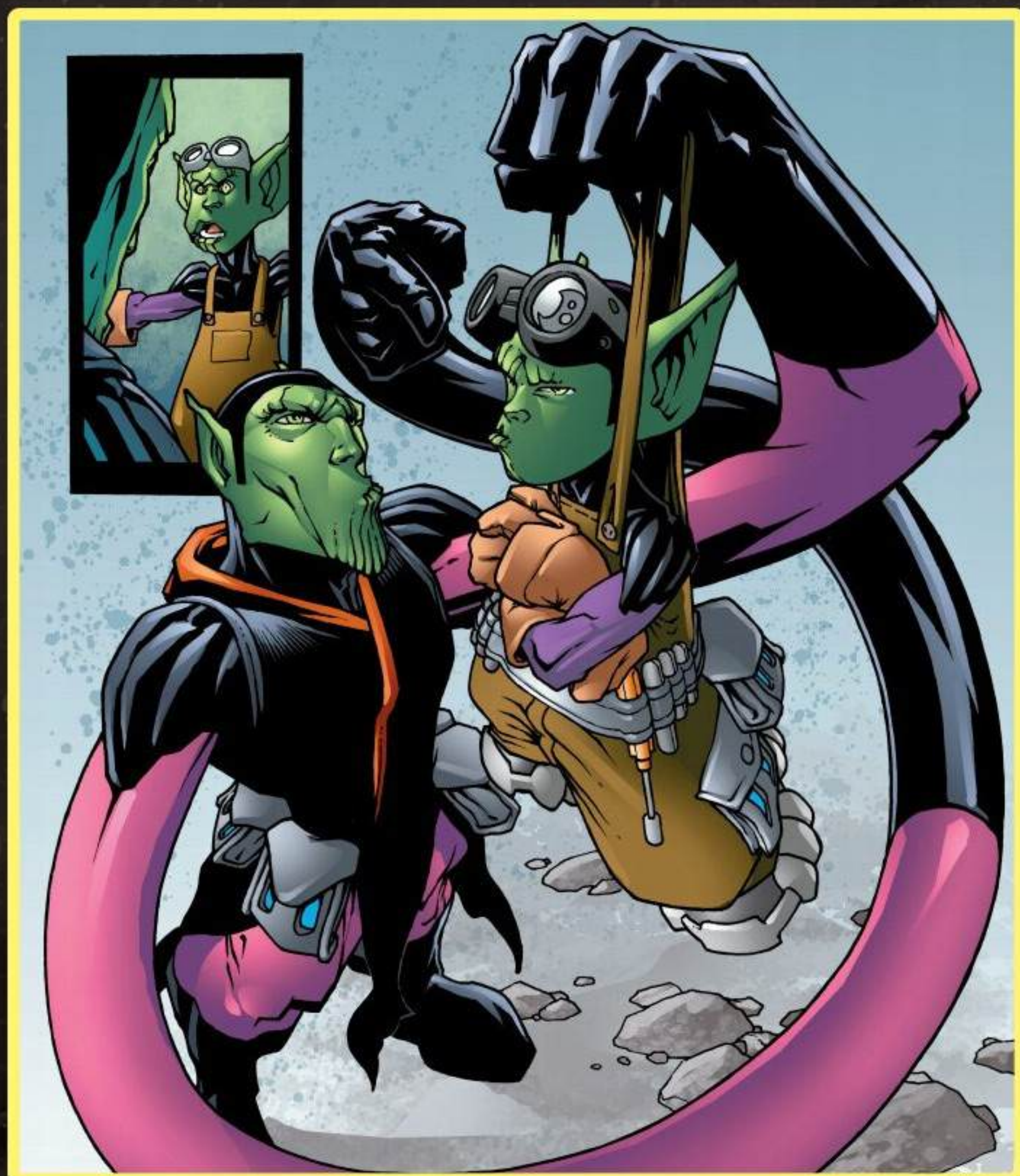


The Super-Skrull and R'Kin find Hawal at the UX-73 prison planetoid in the Nexus of Igoa. Various humanoid prisoners there have been pressed into service for the Annihilation Wave.



The Super-Skrull defeats the forces of the prison then recruits the inmates — including Praxagora and Preak — into his personal army. He forces Hawal to prepare a doomsday weapon for him that will be able to destroy the Harvester of Sorrow.

ANNIHILATION DAY, PLUS 65



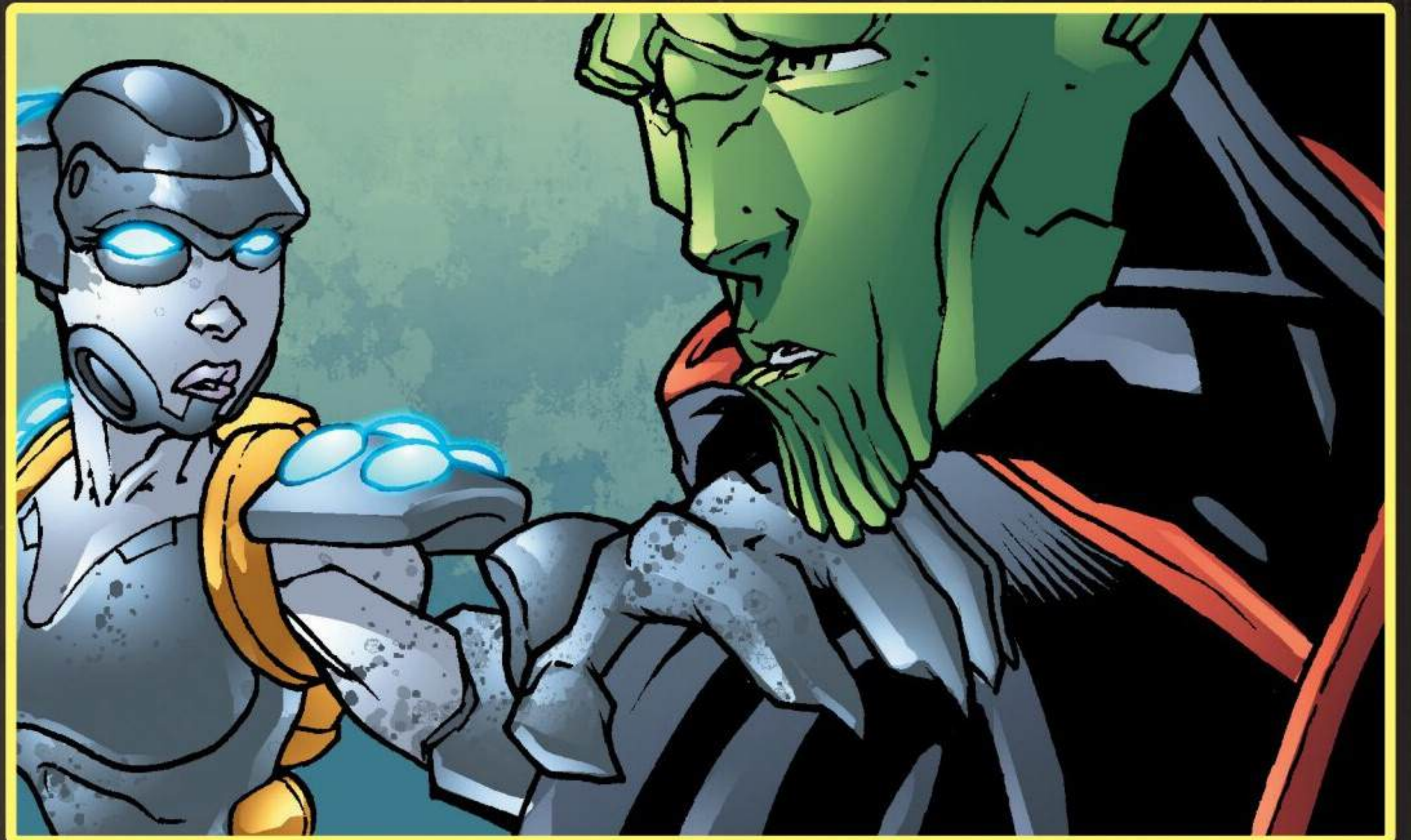
R'Kin begins work on a portal out of the Negative Zone so that Hawal's weapon can be used on the Harvester of Sorrow. The Super-Skrull forces Hawal to make good on the doomsday weapons he needs.

ANNIHILATION DAY, PLUS 66

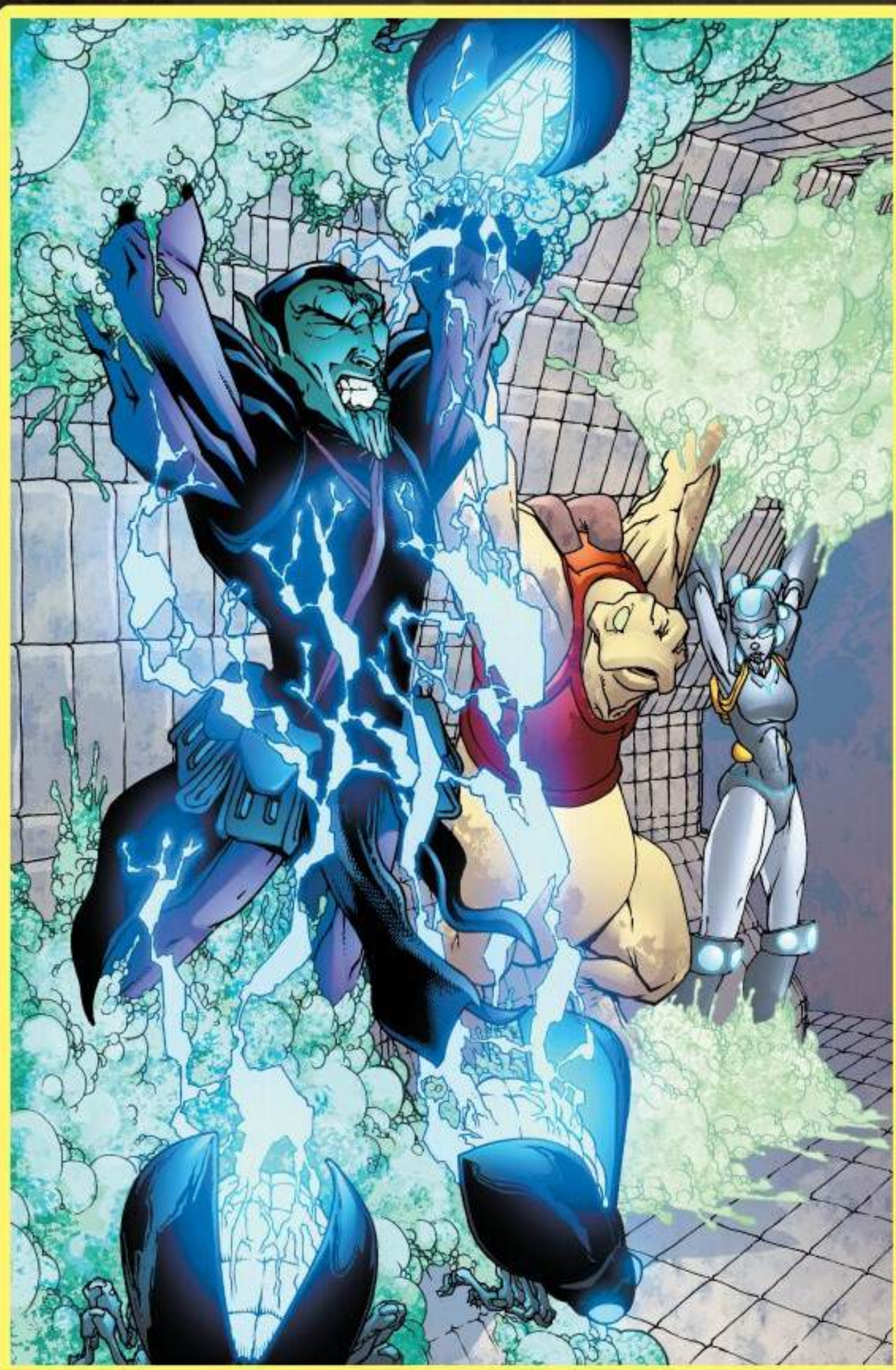


After Hawal complies, the Super-Skrull kills him.

As they continue to prepare for their mission, the Super-Skrull opens up to Praxagora about his son and how he hopes to save him. She offers Kl'rt her love, but he rejects her.



ANNIHILATION DAY, PLUS 68



The Super-Skrull's forces journey from the Negative Zone to Zaragz'na, but R'Kin betrays them to the Annihilation Wave and does not launch Hawal's weapon. The Super-Skrull and his men are all captured, and Admiral Salo makes them watch as he destroys Zaragz'na with the Harvester of Sorrow.



R'Kin flees while the Super-Skrull kills Salo. Praxagora and Preak join the Super-Skrull as they prepare to destroy the Harvester of Sorrow.

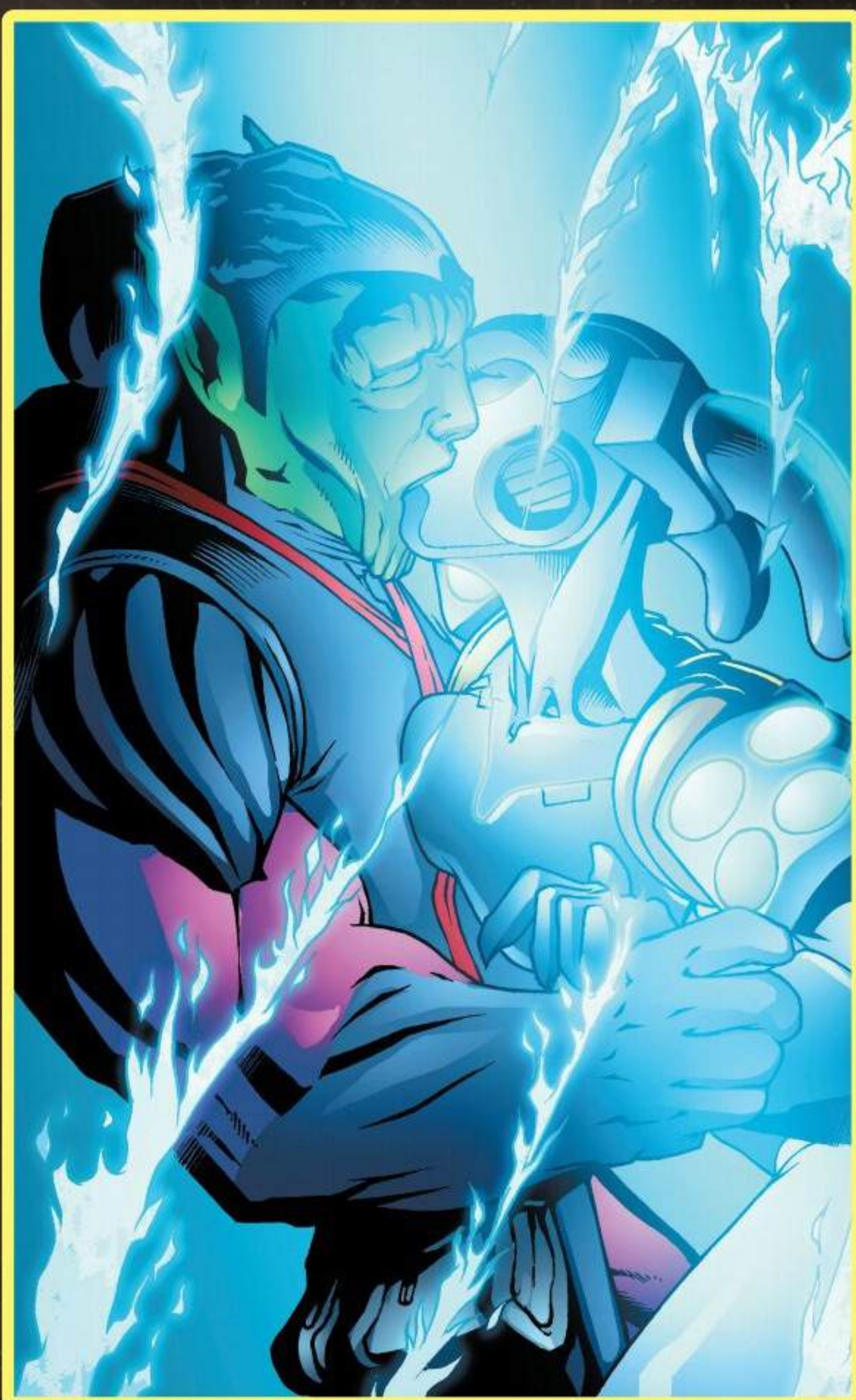


The Super-Skrull hypnotizes R'Kin to force his release.



The Super-Skrull chases after R'Kin and tears off his limbs for his betrayal, learning that R'Kin had held a grudge against the Super-Skrull over his father's death.

Prek is slain by the Wave's forces as Praxagora prepares to overload her power source within the Harvester's core.



The Super-Skrull refuses to allow Praxagora to sacrifice her life for his mission; he absorbs the energy he needs from her, kisses her farewell, and destroys the Harvester as Praxagora escapes. Praxagora retrieves the Super-Skrull's body afterward.

ANNIHILATION DAY, PLUS 79

The Annihilation Wave's conquest of the Skrull Empire is all but complete. Virtually all Skrull territory is now destroyed by the Wave, and their populations are being exterminated.



ANNIHILATION DAY, PLUS 88



Although still deposed, Ronan passes judgment upon denizens of the Kree world Bwokk.



Ronan is on the trail of Tana Nile, and learns from local criminal Tullk Ul-Zyn that she departed for the backwater Kree world Godthab Omega.

ANNIHILATION DAY, PLUS 95



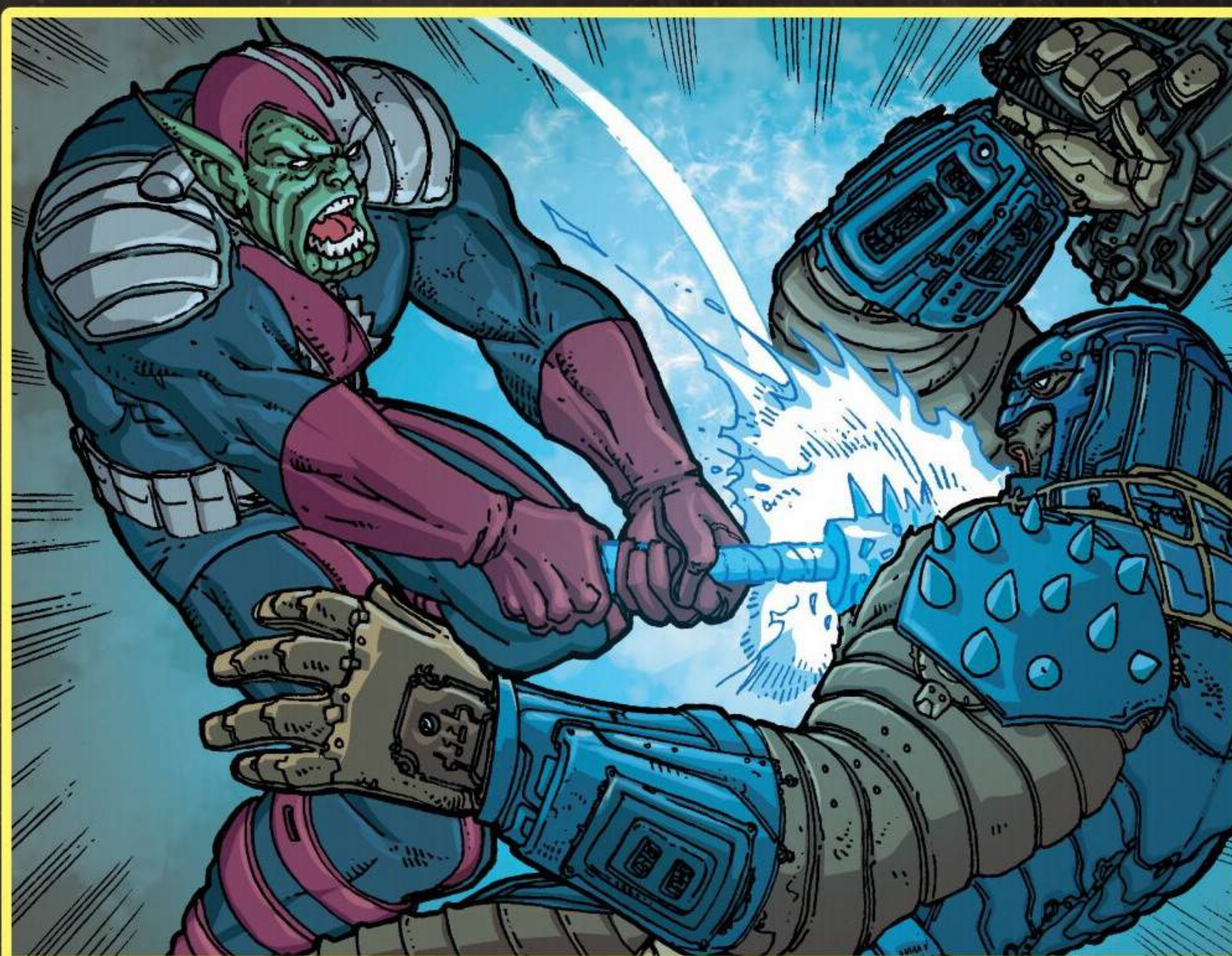
On Godthab Omega, Ronan meets Korath the Puruser, his one-time teammate in the Kree Starforce.

Korath believes Ronan's innocence, but before they can begin to search for Tana Nile, they are assaulted by two warrior women: Stellaris and Nebula.



Stellaris and Nebula fight on behalf of the deadliest woman alive, Gamora. They and others in her service are called the Graces, and have been assaulting settlements across the planet.

Many other prominent warriors from throughout the universe have appeared on Godthab Omega and begun to battle each other, among them Talos the Untamed and Devos the Devastator.





Talos, Devos, Gamora and the Graces are all pawns of the cosmic being Glorian, who seeks to prove his worth as a “Shaper of Worlds” by recreating Godthab Omega under his power.

Meanwhile, the Wave arrives in Kree space. When Annihilus senses Glorian in the act of creation, he directs Eradica to lead the Wave into Godthab Omega to eradicate all life there.



Ronan is in the midst of battle with Gamora when Korath informs him that he has a greater duty — to warn their people that the Wave is on its way.



ANNIHILATION DAY, PLUS 99



Ronan, Korath, Gamora and her Graces battle the Wave, and Ronan combats Eradica herself.



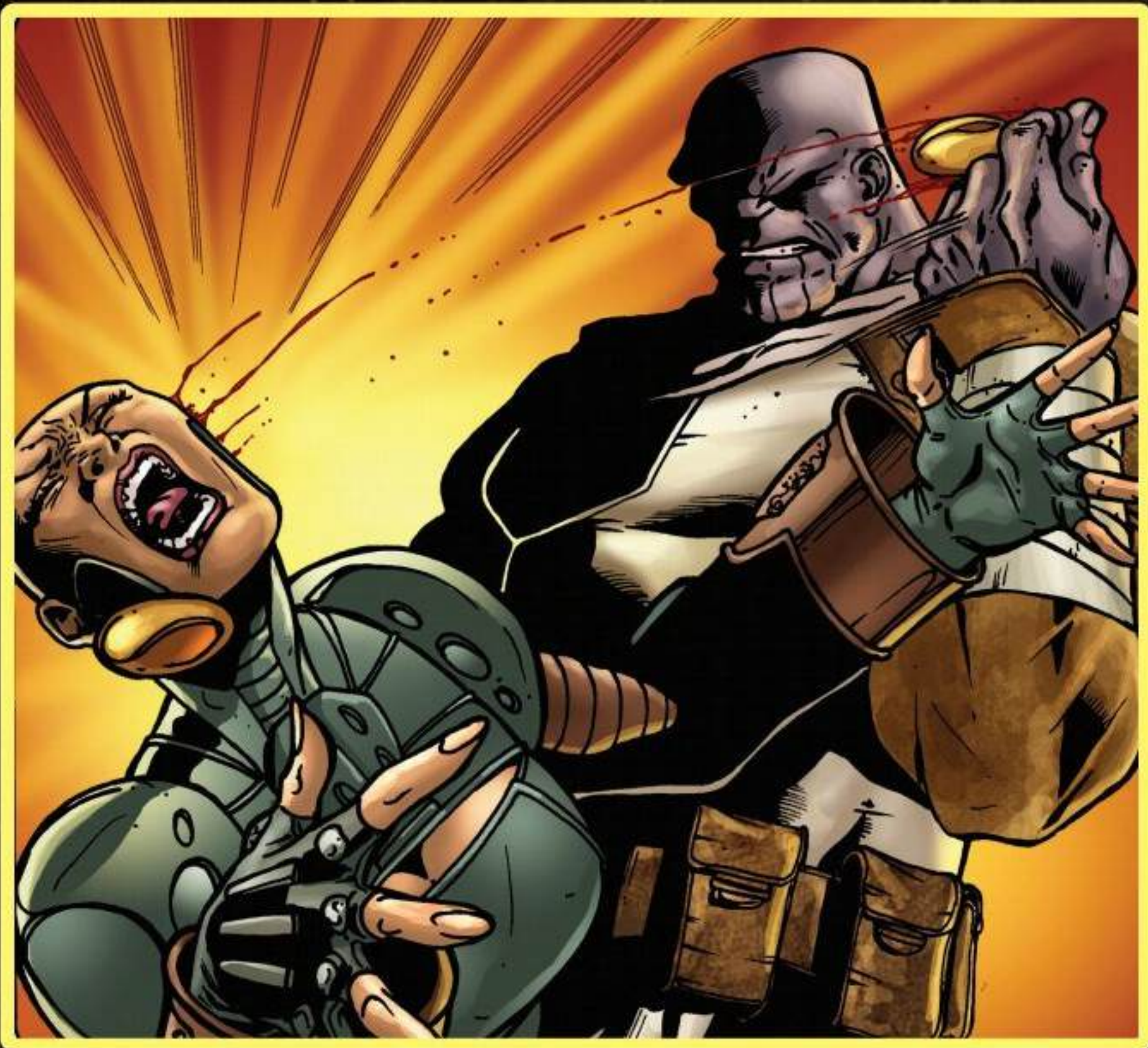
Glorian's power ultimately destroys all of the Wave at Godthab Omega, but his mind snaps as a result.

Tana Nile is fatally wounded in the fight, but tells Ronan that the House Fiyero were the ones who instructed her to frame him.



Ronan and Gamora prepare the survivors for immediate transport back into the empire to warn the Kree of the Wave's approach.

ANNIHILATION DAY, PLUS 183



Moondragon and her lover Phyla-Vell are visiting the resting place of Phyla's father, Captain Mar-Vell, when Thanos suddenly appears and overwhelms them. He takes Moondragon prisoner and tears off one of her ears. He gives it to Phyla, instructing her to bring it to Moondragon's father — Drax.

The United Front resistance against the Annihilation Wave has formed on the Kree periphery world Daedalus 5 under the command of Nova. Peter Quill (the one-time Star Lord) serves as Nova's chief aide. Bolstered mainly by the local Kree forces, the resistance also includes Ronan, Gamora and her Graces, Drax and Cammi. Their greatest assets are the heralds Firelord, Red Shift and Stardust.



ANNIHILATION DAY, PLUS 204

The United Front manages to hold out against a major offensive led by Extirpia, and Firelord brings the queen back as a prisoner.

While Extirpia was defeated, Galactus and the Silver Surfer engage Aegis and Tenebrous in battle, only to fall before their superior might. As part of their bargain with Thanos, they turn their opponents over to the Annihilation Wave.



ANNIHILATION DAY, PLUS 206



During the downtime between battles, Nova winds up romantically involved with Gamora.

Nova and Peter Quill interrogate Extirpia, and learn that Galactus and the Silver Surfer have fallen.



ANNIHILATION DAY, PLUS 212

Phyla arrives at Daedalus 5 and tells Drax what happened to Moondragon. Drax is determined to fulfill his purpose for being: to destroy Thanos.



Nova holds a meeting with the House of Fiyero's representatives, but when they attempt to arrest Ronan, Ronan kills them.



Praxagora arrives on Daedalus 5 with the Super-Skrull's body, and tells the United Front how the Super-Skrull died.

Suddenly, Ravenous invades Daedalus 5, flanked by one of the Mad Thinker's androids, and by Terrax, Paibok and the Delinquent, all of them controlled by parasites placed in their bodies by the Wave.





Ravenous is soon joined by the Centurions, a band of elite warriors from the Negative Zone who have been brought under Annihilus' command. As the United Front begins to fall, more Annihilation Wave troops land on Daedalus 5.



Annihilus and Thanos have fitted Galactus into a weapon, using his ability to convert planets into life-sustaining energy so that instead of replenishing Galactus' life-force, the power of destroyed worlds will instead be held within Annihilus' generators.

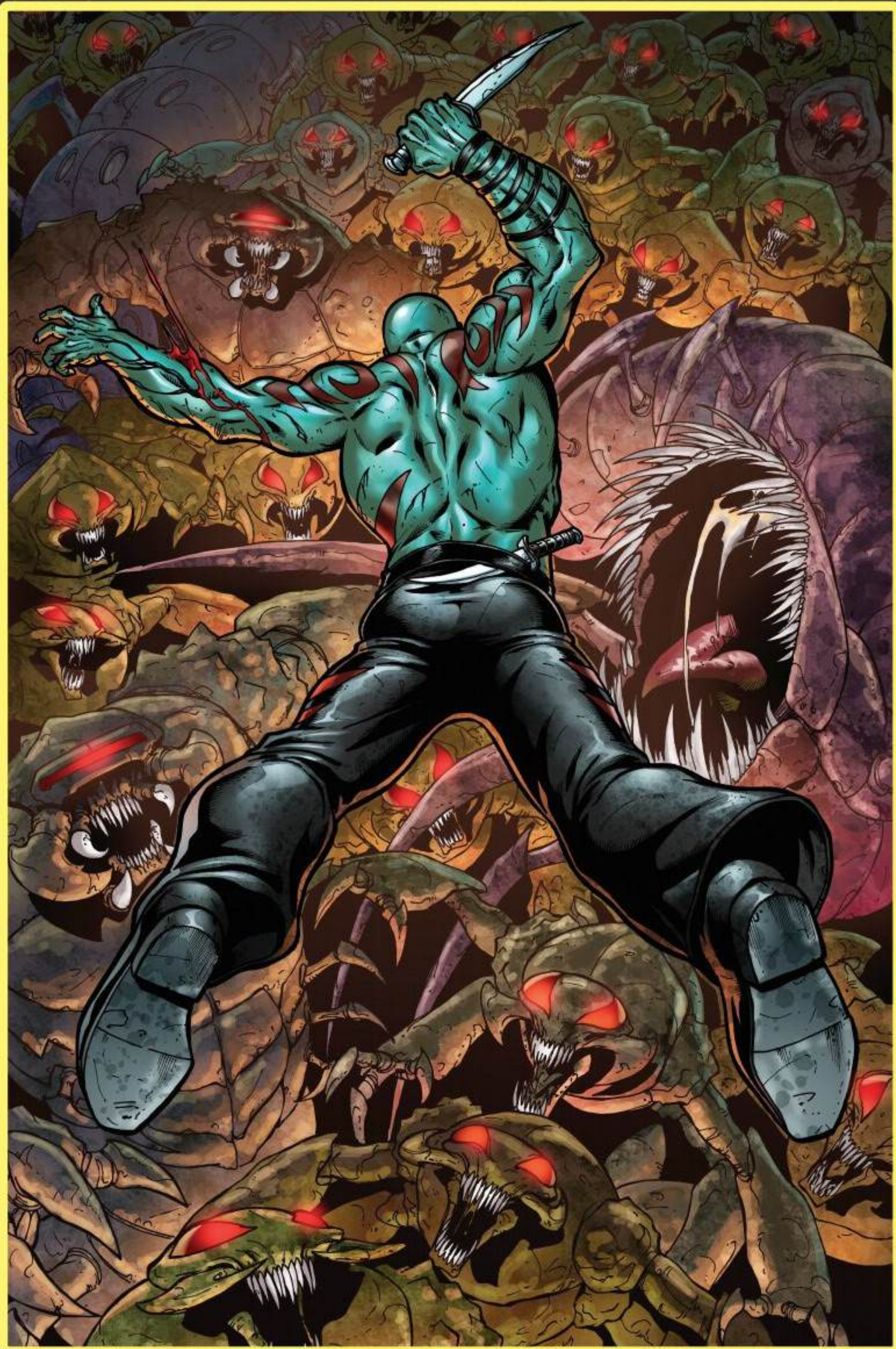
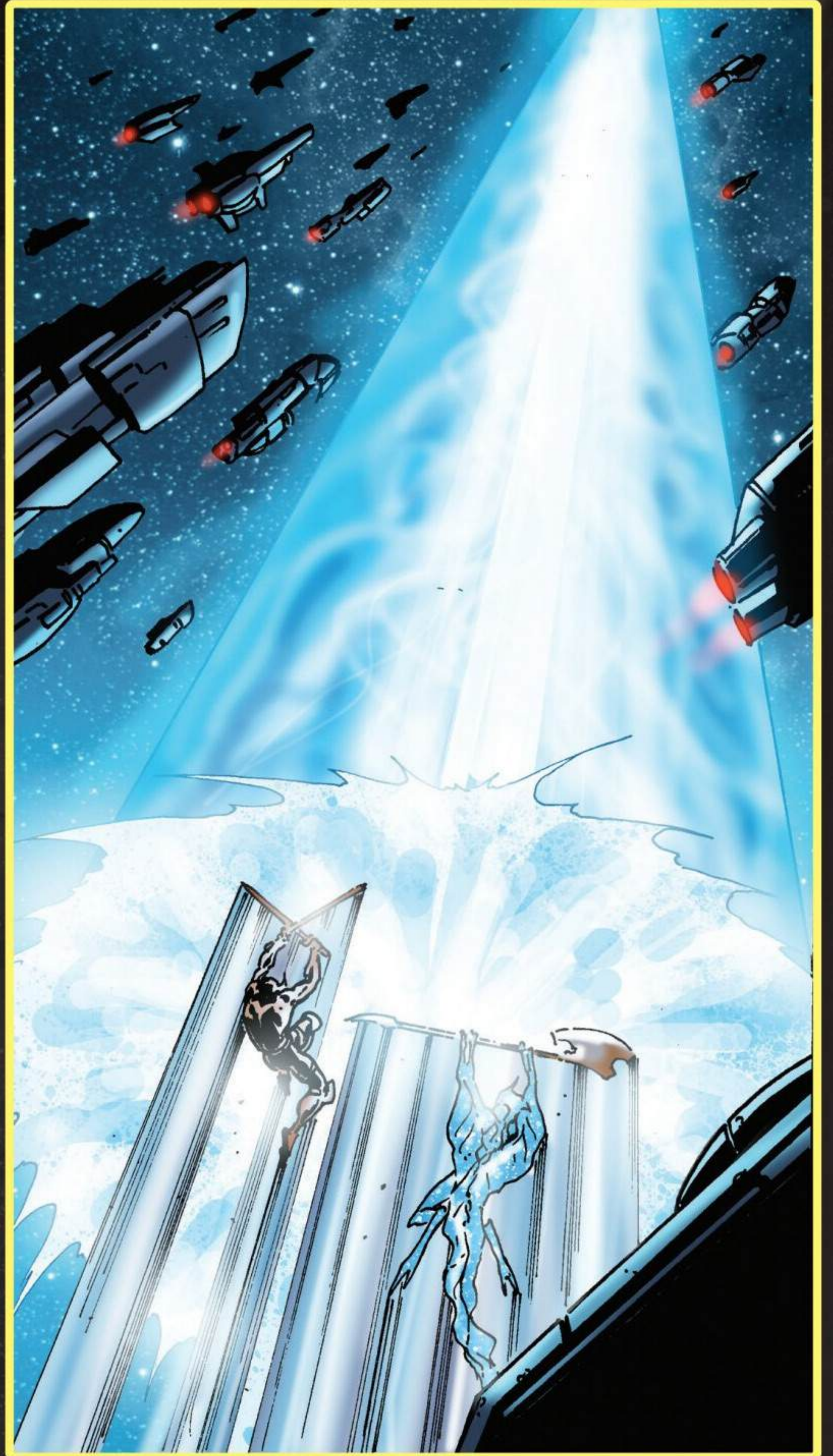
As the battle on Daedalus 5 rages, the Super-Skrull is surprisingly revived by Firelord.



The heralds sense the approach of Galactus, and Nova orders a quick evacuation.



Stardust and Red Shift sacrifice their lives to allow the time for the evacuation fleet to escape as Daedalus 5 is devoured by Galactus.

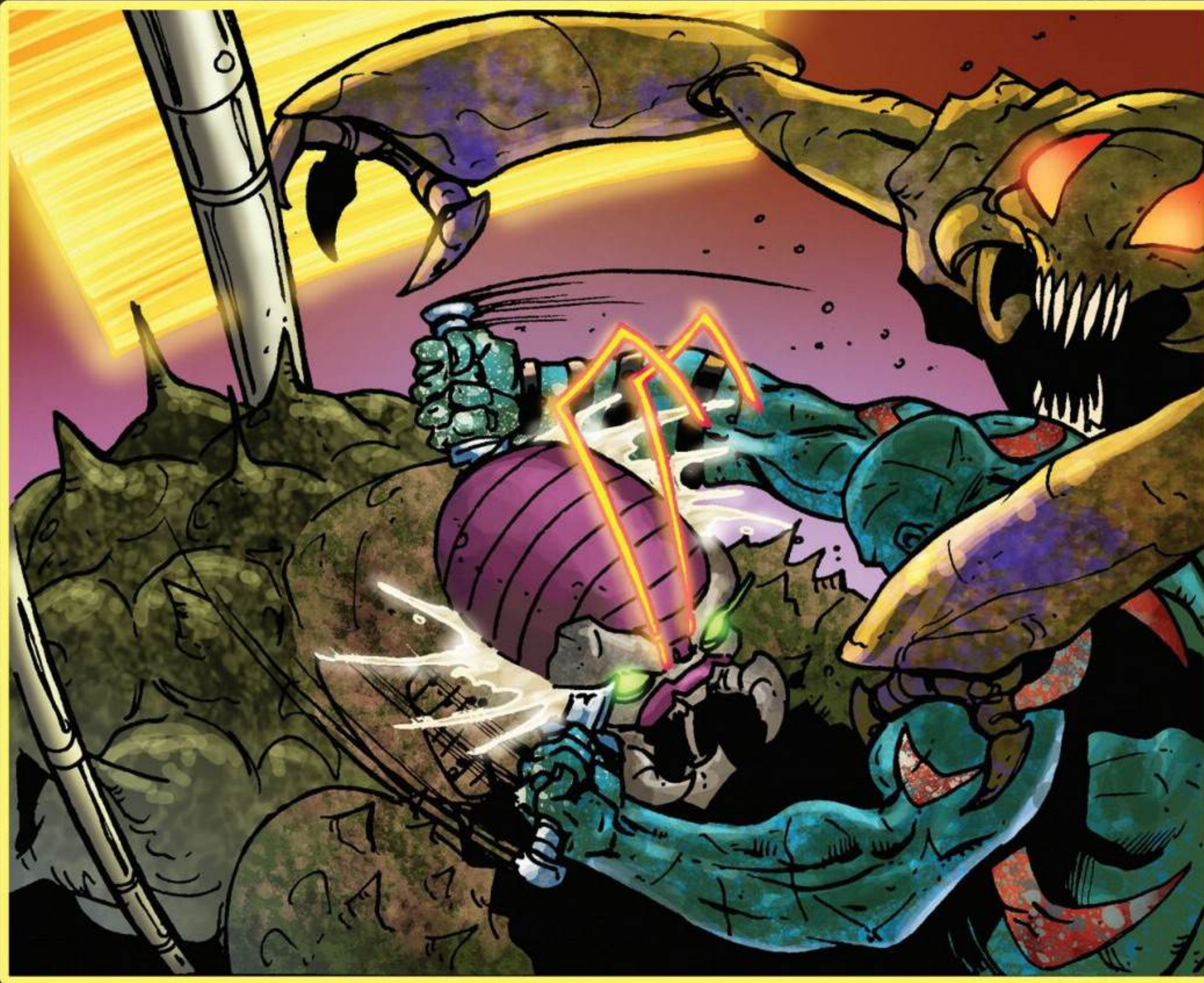


Drax uses the opportunity to steal aboard the Wave's own ships so that he can get closer to Thanos.

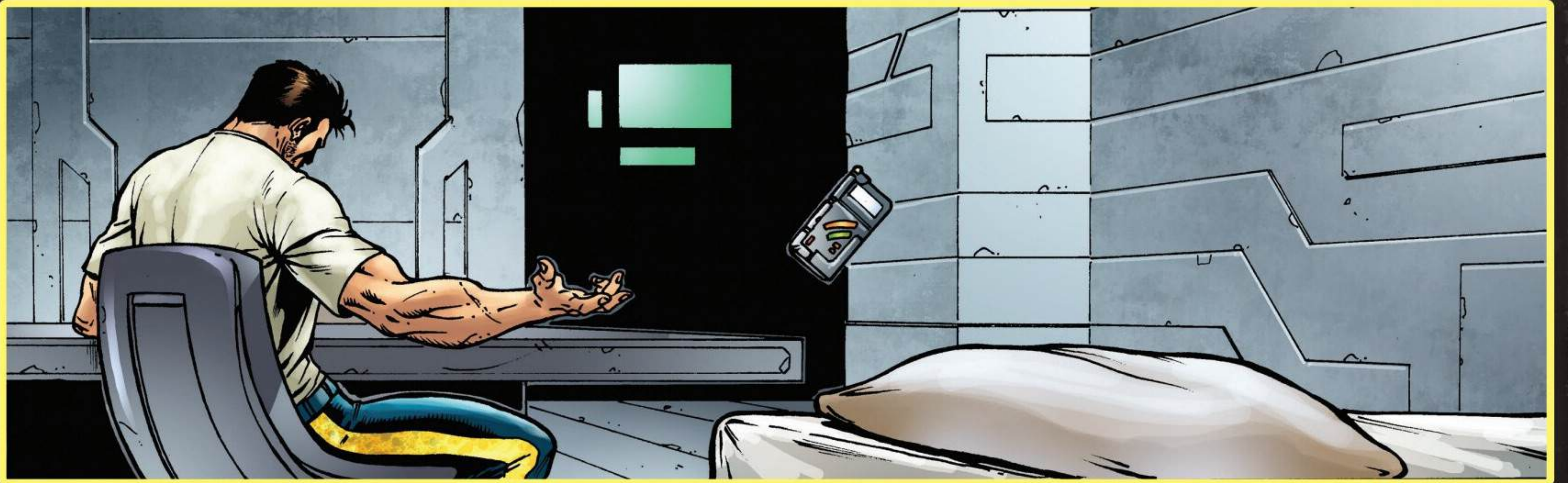
The losses of the United Front cause the group to disband. Ronan, the Super-Skrull and Praxagora set out for Hala to overthrow the House Fiyero, while Nova plots to kill Annihilus.



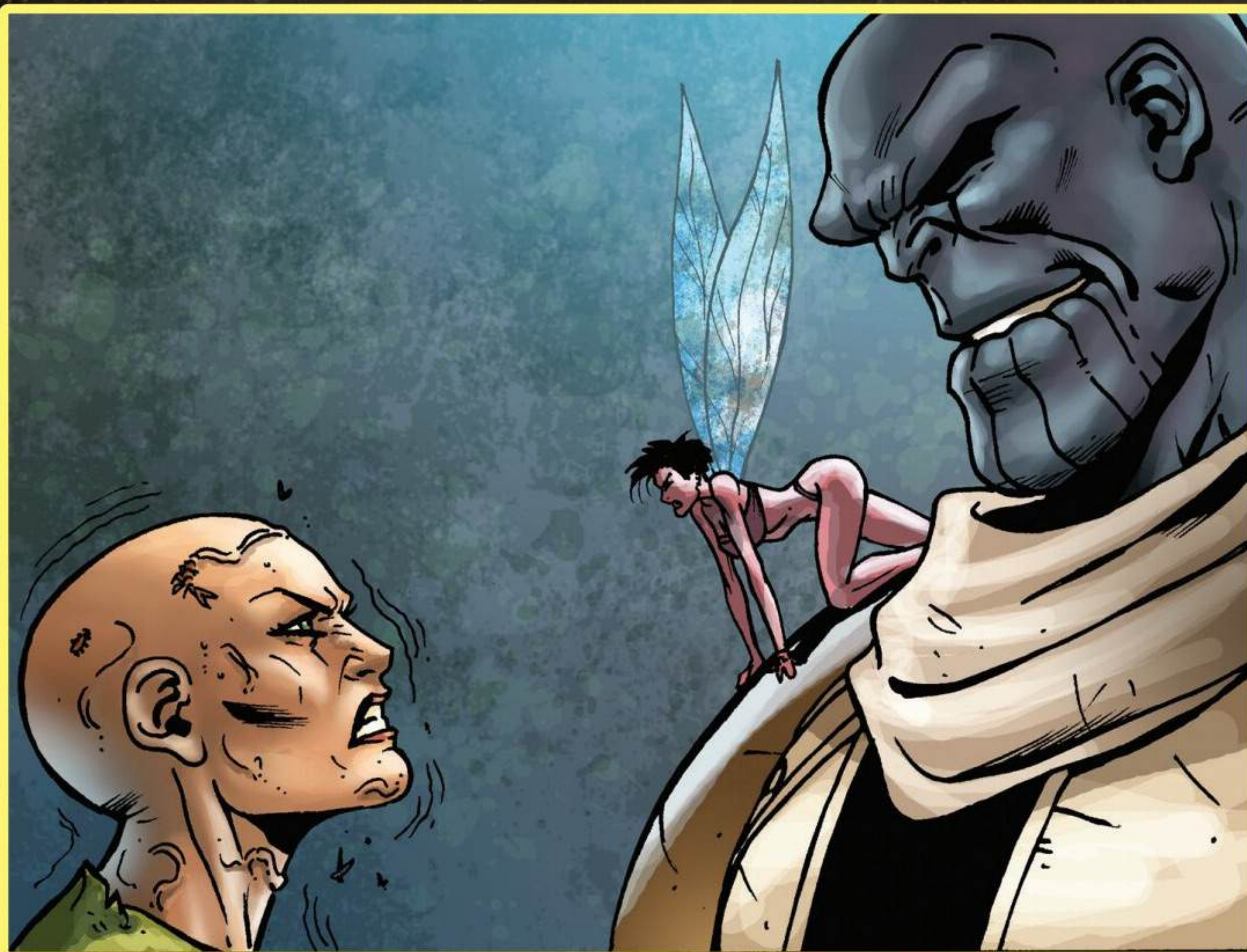
ANNIHILATION DAY, PLUS 220



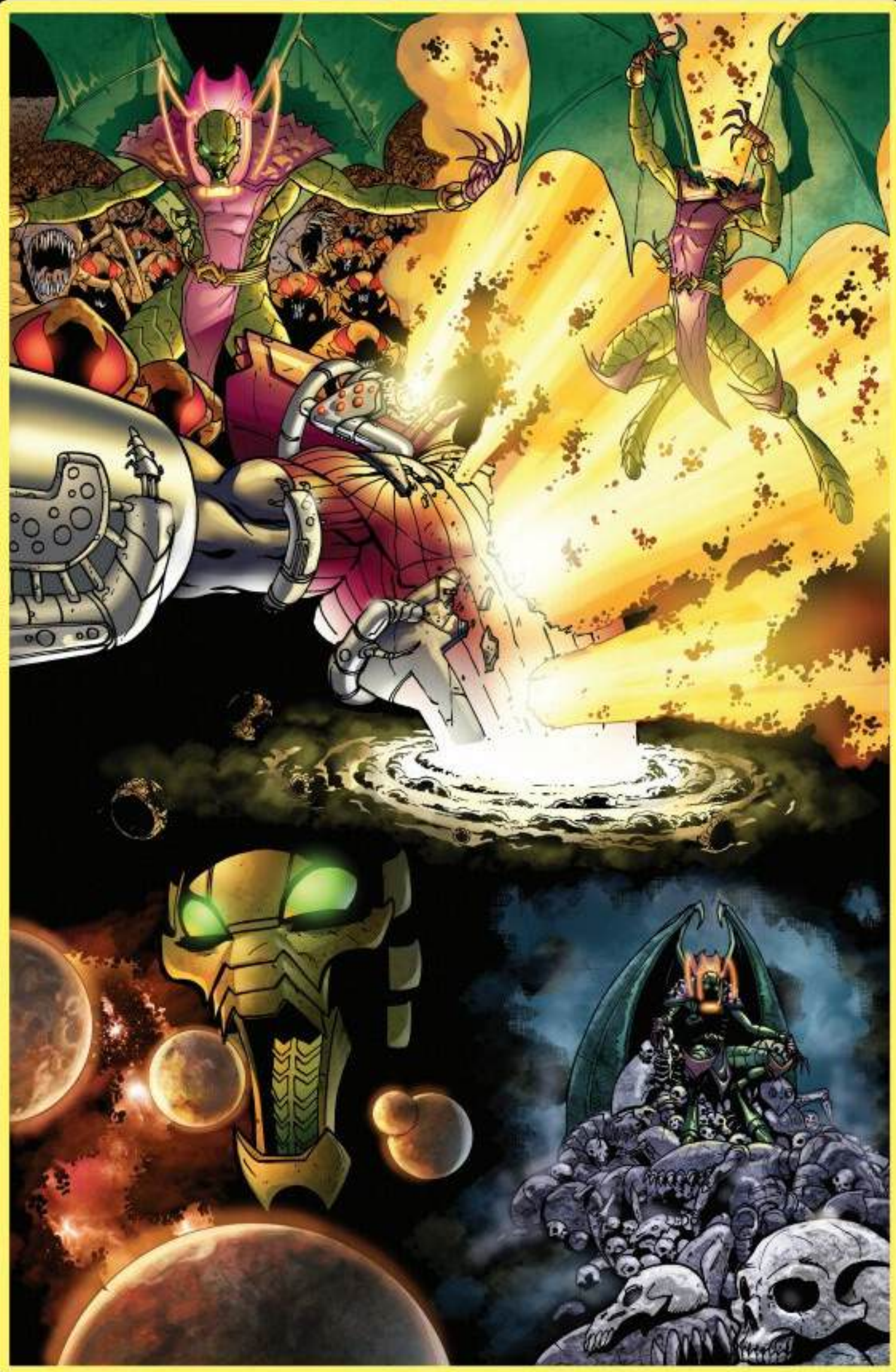
Drax reaches queen Eradica and exterminates her. He uses her vessel to help navigate himself closer to Thanos.



Nova considers warning the heroes of Earth that the Annihilation Wave will be upon them in months, but any hope of uniting Earth's champions is dashed when he learns that the Superhuman Registration Act has fractured the heroes into a Civil War.



Moondragon is infected with the Wave's parasites, and when she scans Annihilus' mind, Thanos demands to know what she has learned.



Moondragon reveals that Annihilus' ultimate goal is to extinguish all life so that he can rule over the void that remains and finally have absolute rulership over the universe.



Thanos is no longer interested in Annihilus' schemes, and releases Moondragon from the parasites.



Thanos is about to release Galactus when Drax arrives, glowing with increased power as he senses Thanos. Regardless of Thanos' importance at halting Annihilus, Drax is determined to fulfill his life's purpose by killing him.



Despite Moondragon's protestations, Drax tears the heart from Thanos' chest. Thanos remarks "Interesting" at the sight of his heart, and dies.



Drax releases the Silver Surfer, who in turn sets Galactus free. Depleted from what he has endured, Galactus launches into a frenzy, determined to have revenge on Annihilus. The main fleet of the Annihilation Wave is destroyed by Galactus and his Herald.

On the Kree capital of Hala, Ronan, the Super-Skrull and Praxagora discover that the House Fiyero has brokered a treaty with the Annihilation Wave, resulting in Ravenous and the Centurions being based upon Hala.



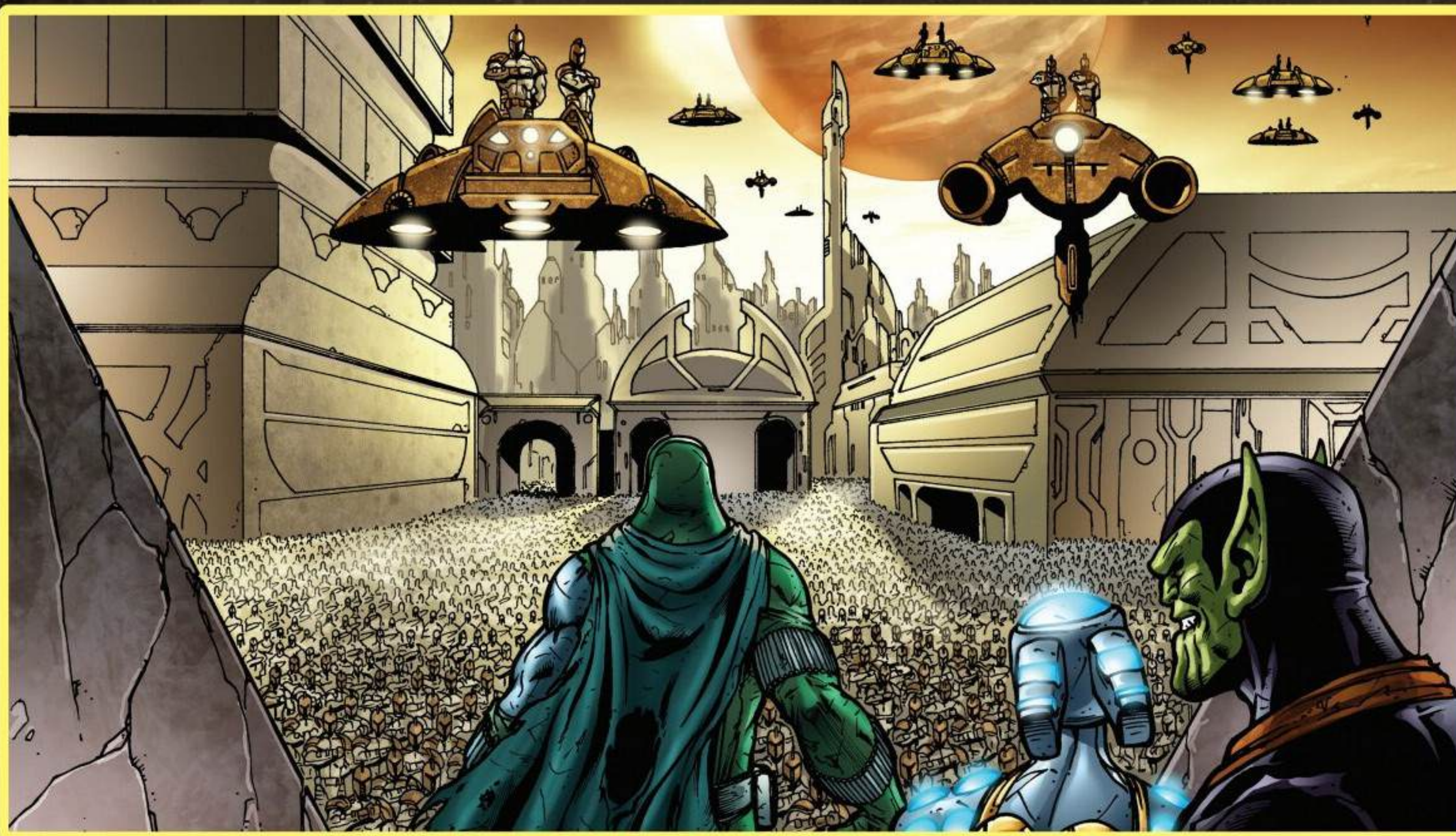
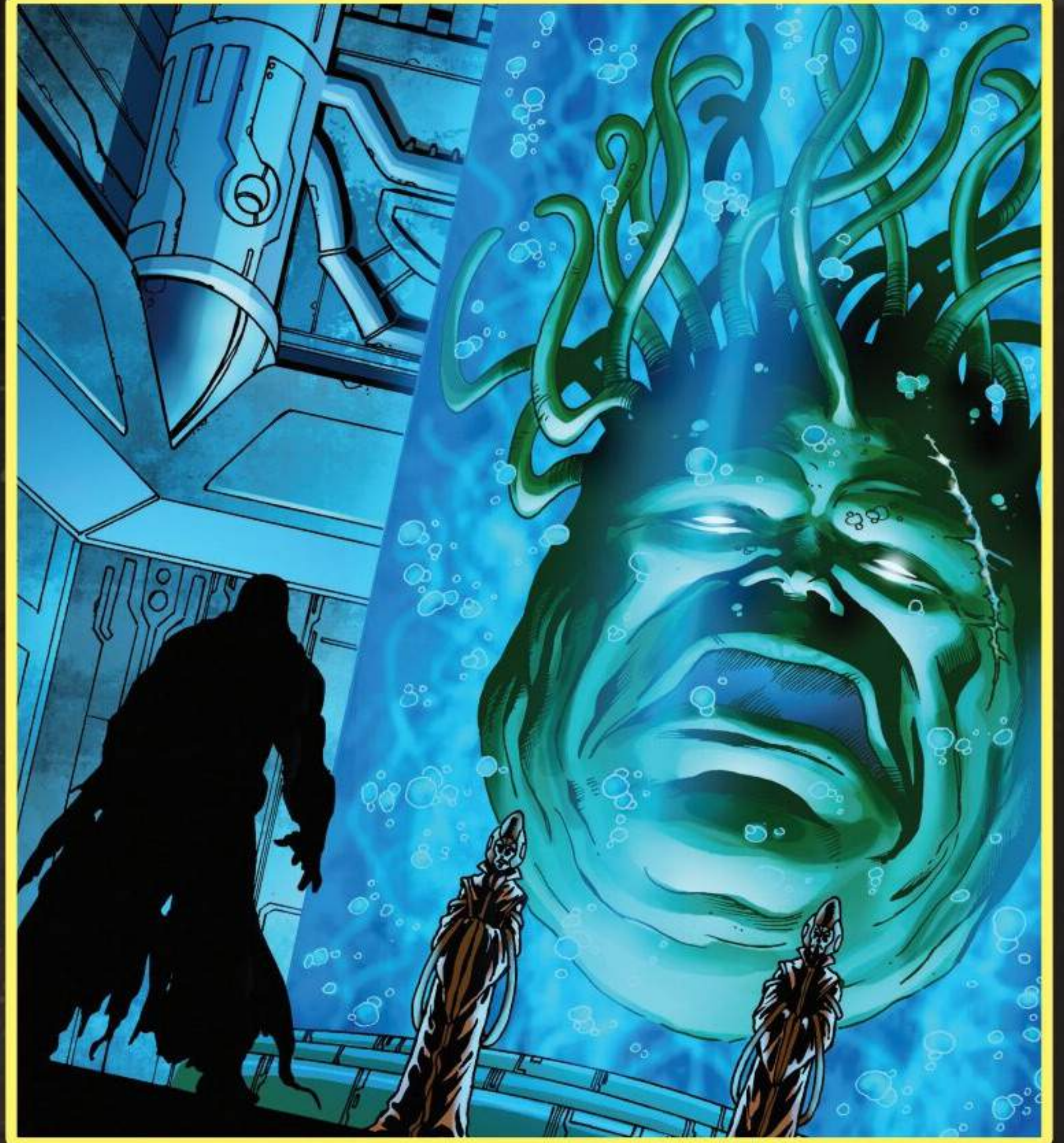
Ronan is furious at their betrayal of the empire, and delivers a crushing blow to Ravenous.

Nova is joined in his mission to seek and destroy Annihilus by Quill and Phyla, using teleportation technology to pass through the Annihilation Wave's lines. Along the way, they are assisted by Annihilus' long-time rival Blastaar, and by the Spaceknights of Galador.



After executing the leaders of the House Fiyero, Ronan learns that the Kree's long-standing ruler, the Supreme Intelligence, has been lobotomized.

Despairing at the sight of his people's greatest ruler incapacitated, Ronan grants him a mercy kill.



With the Supreme Intelligence's death, Ronan is proclaimed the new leader of the Kree Empire.



As the Annihilation Wave finds itself attacked from all points, Nova, Phyla and Quill finally reach Annihilus. At first, Annihilus has the advantage, but the quantum bands choose Phyla to be their new bearer, and the tide is turned.



Annihilus is now weakened enough for Nova to tear through the creature's exo-armor and rip him apart.

Death and Thanos witness the events in spirit form, but Nova refuses to give up his life to them.



ANNIHILATION DAY, PLUS 222



With the death of Annihilus, the parasites controlling Paibok, the Delinquent and Terrax are deactivated. The trio escapes from the Wave and are briefly stranded on New Xeron, a world ruled by the Space Parasite. Terrax slays the Space Parasite, then destroys the planet and sets out to remind the universe that Terrax is a man to be feared.

ANNIHILATION DAY, PLUS 227

Galactus is still weakened from his ordeals, and now requires more sustenance than before. Stardust proves to have survived the assault at Daedalus 5, and returns to Galactus' service, offering up the life energy of the last survivors of his own race as a demonstration of his duty to Galactus.



ANNIHILATION DAY, PLUS 268 ARMISTICE DAY



In the aftermath of Annihilus' defeat, the Annihilation Wave is now led by Ravenous. Hostilities are brought to a swift conclusion by bartering with Ravenous, and ceding conquered territories to the Annihilation Wave, including all Skrull territory and the one-time Kree capital of Kree-Lar.

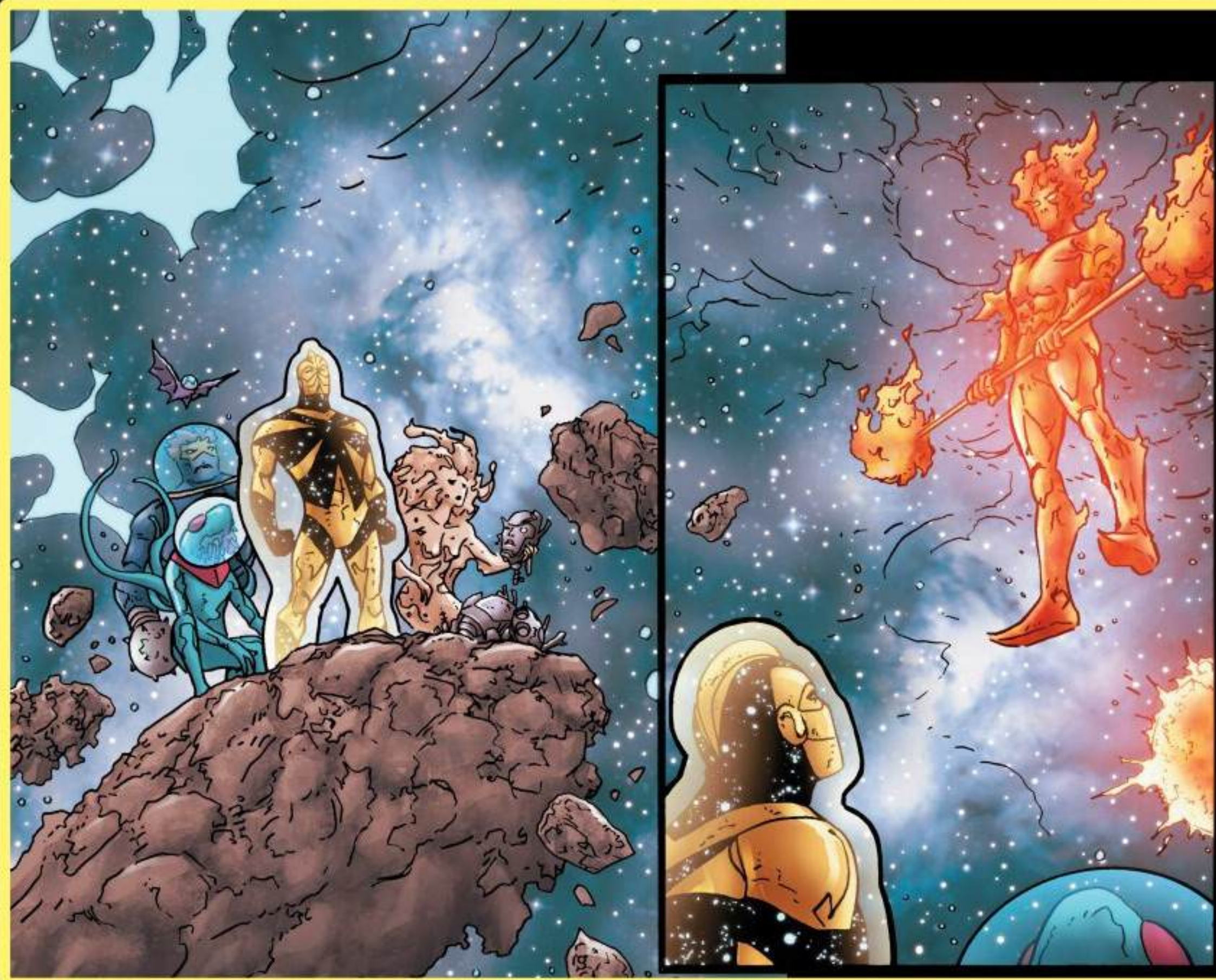


Phyla is reunited with Moondragon. Phyla still has the quantum bands and considers adopting the role of Protector of the Universe, a title her father Mar-Vell once bore.

Skreet, unseen since the death of Thanos, appears to have found a new ally — Cammi.



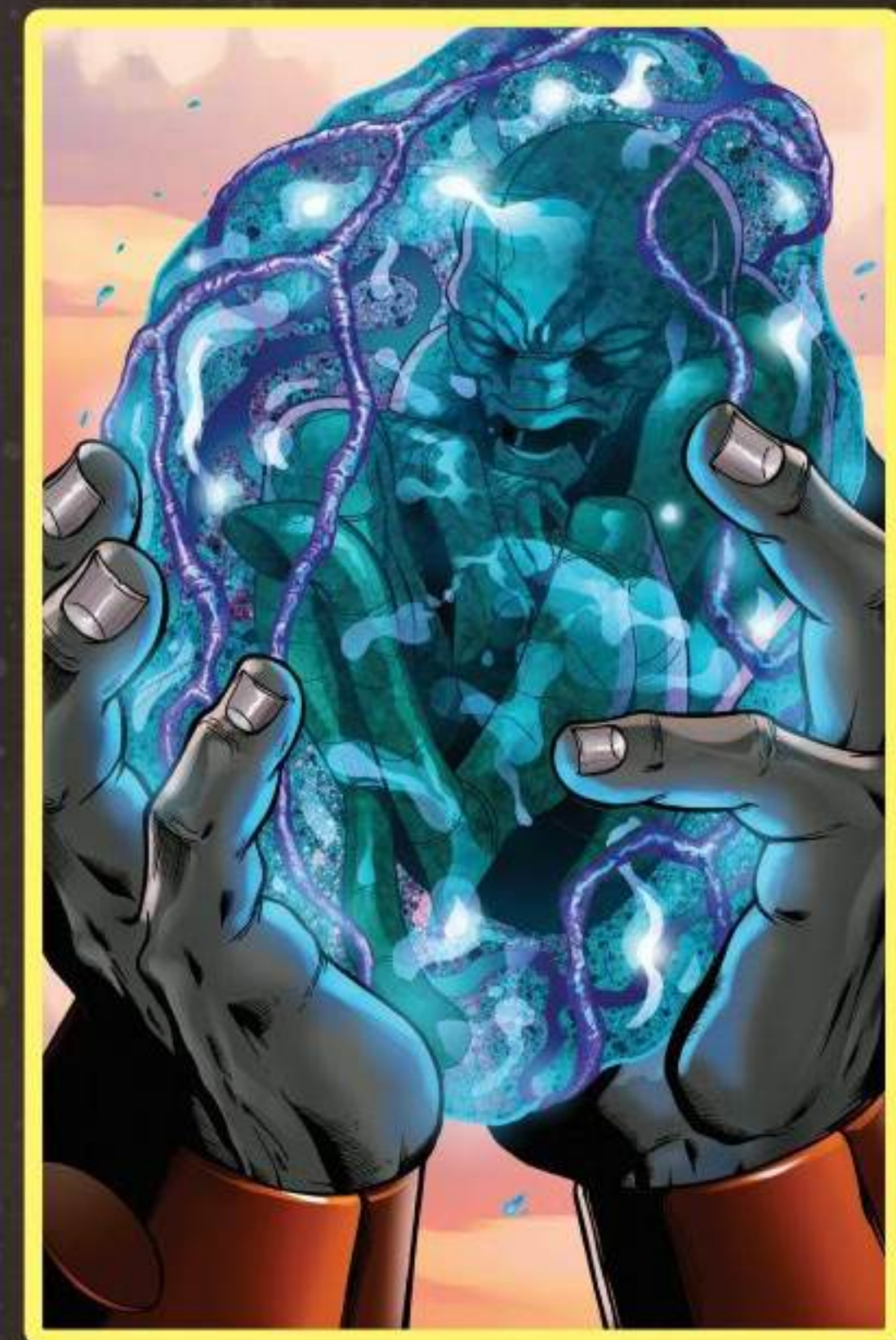
ANNIHILATION DAY, PLUS 274



Firelord refuses to accept the terms of surrender and continues to combat the Annihilation Wave. He learns that there are factions within the Centurions who do not follow Ravenous and believe that Annihilus had corrupted their purpose. He briefly aids some of the Centurions on Omina Prime.

ANNIHILATION DAY, PLUS 277

On Kree-Lar, Annihilus' queen Extermina dies giving birth to her child – Annihilus himself reborn. Ravenous will rule the Negative Zone's forces until his master is fully grown.



ANNIHILATION DAY, PLUS 281



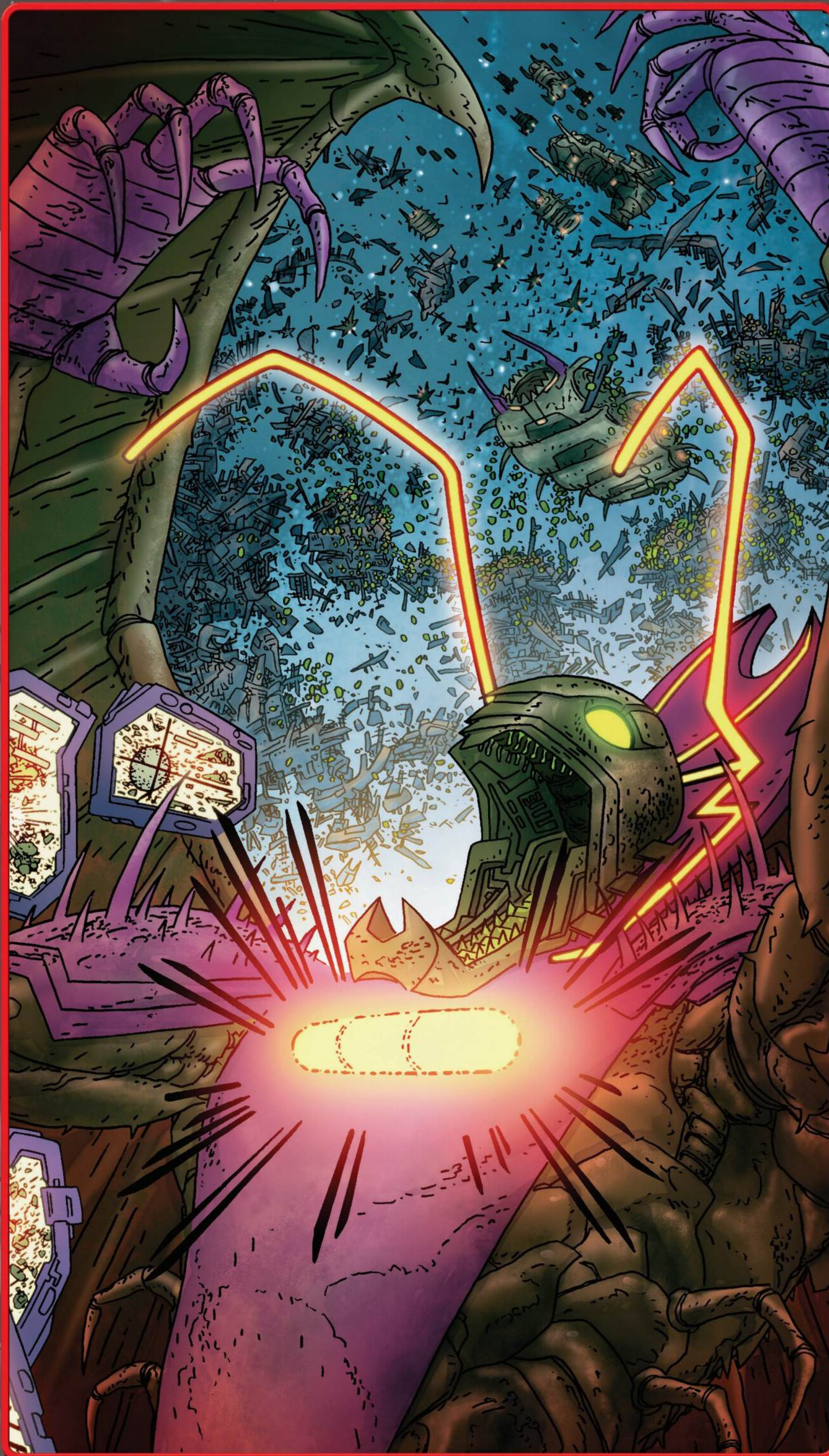
The Silver Surfer confronts Aegis and Tenebrous at the former site of the Kyn, and is able to destroy his master's enemies by channeling the energies of the Crunch to absorb them into its mass. The Surfer nearly dies from his efforts, but Galactus heals him, impressed with his herald's valiance.

WEEKS LATER

With the Nova Corps destroyed, Nova is left as the sole embodiment of their power and responsibility in a universe now sorely depleted of law and order. Despite the Worldmind's wishes, the future of the Nova Corps now rests with Nova. Nova must also reckon with his past on Earth, and the tragedies that have befallen his one-time teammates in the New Warriors.



Journey in the wake of the Annihilation Wave as the history of the entire Annihilation event is recounted! From the arrival of Annihilus' forces, to the fall of Galactus, to the war's fallout, see how the story unfolded and where the universe rests by the finish!



CAPTAIN UNIVERSE

HISTORY: Captain Universe is the identity assumed by each of the hundreds of beings who have been empowered by the Uni-Power, a mysterious energy source originating from the extraterrestrial dimension known as the Microverse. The creation of the Microverse was engineered by the Makers, giant beings resembling Celestials, though the details of their involvement are uncertain. Over 65 million years ago, a time traveler named Prince Wayfinder defended Earth from an invasion by evil Whirldemons. Using the cosmic power of the enigmatic Sword in the Star, Wayfinder opened an interdimensional/temporal portal, created the Microverse to provide a new home for his people and bound the demons, preventing their entry into the Microverse. The Sword in the Star bonded with Prince Wayfinder, transforming itself into the Enigma Force with Wayfinder as its guardian, the Time Traveler. In times of distress, the Enigma Force manifests the Uni-Power, which selects a host, surrounding them with a field of energy which transforms them into the costumed Captain Universe, imparting some of the knowledge they will need to wield their powers. The Uni-Power occasionally communicates with the host personally in cases where the host needs guidance, or when the Uni-Power has a specific agenda.

The first known human to wield the Uni-Power was Gilbert Wiles, who became Captain Universe to help stop a plane hijacking. When the crisis was over, Wiles lost the power, but was so overwhelmed by the experience that he devoted himself to studying the Uni-Power, hoping to regain it. The next known host was astronaut Ray Coffin, who had entered the Microverse through the Prometheus Pit, a portal on Earth leading to that dimension. The Time Traveler requested Coffin's aid against Baron Karza, a Microverse tyrant who sought to conquer both dimensions, and bestowed the Captain Universe powers upon him. Coffin drove Karza from Earth, and the Prometheus Pit was sealed. Coffin then lost the powers.

When Mr. E, a native of the Shadow Realm, attempted to turn Earth's sun into a black star, the Uni-Power manifested itself in Coffin again to face the threat, but the strain on Coffin caused a heart attack. The Uni-Power chose his teenage son Steve Coffin instead, and Steve defeated Mr. E; the Uni-Power healed Ray before departing. The Uni-Power later empowered twin siblings, homemaker Ann Stanford and private detective Clare Dodgson, who shared the Captain Universe powers to defeat the crimelord Nemesis, revealed to be Ann's own husband, Edward. The Uni-Power entered cat burglar Monty Walsh, who had been shot by agents of the gangster Guido Carboni. Walsh succeeded in bringing down Carboni and hoped to use the Captain Universe powers to become a crime boss, but when the Uni-Power left him, he apparently died from his gunshot wounds.

When the Microverse was imperiled by a merging with Earth-616's dimension caused by the reawakened Whirldemons, Wayfinder's descendant Arcturus Rann and Earth's sorcerer supreme Dr. Stephen Strange found Wayfinder's tomb, and the Sword in the Star empowered them both to become a merged Captain Universe. They used the Uni-Power to halt Earth's merging with the Microverse, and were restored to their own bodies when the crisis ended. When a crazed military officer named Jamie Custer attempted to launch a nuclear missile, the Uni-Power transformed Bruce Banner into Captain Universe. Banner's other self, the Hulk, manifested itself as a separate entity, and its natural enmity towards Banner led to a struggle between the two, but when Banner destroyed the missile, the Uni-Power remerged Banner and the Hulk to protect them; Banner neutralized the nuclear fallout before the Uni-Power departed.

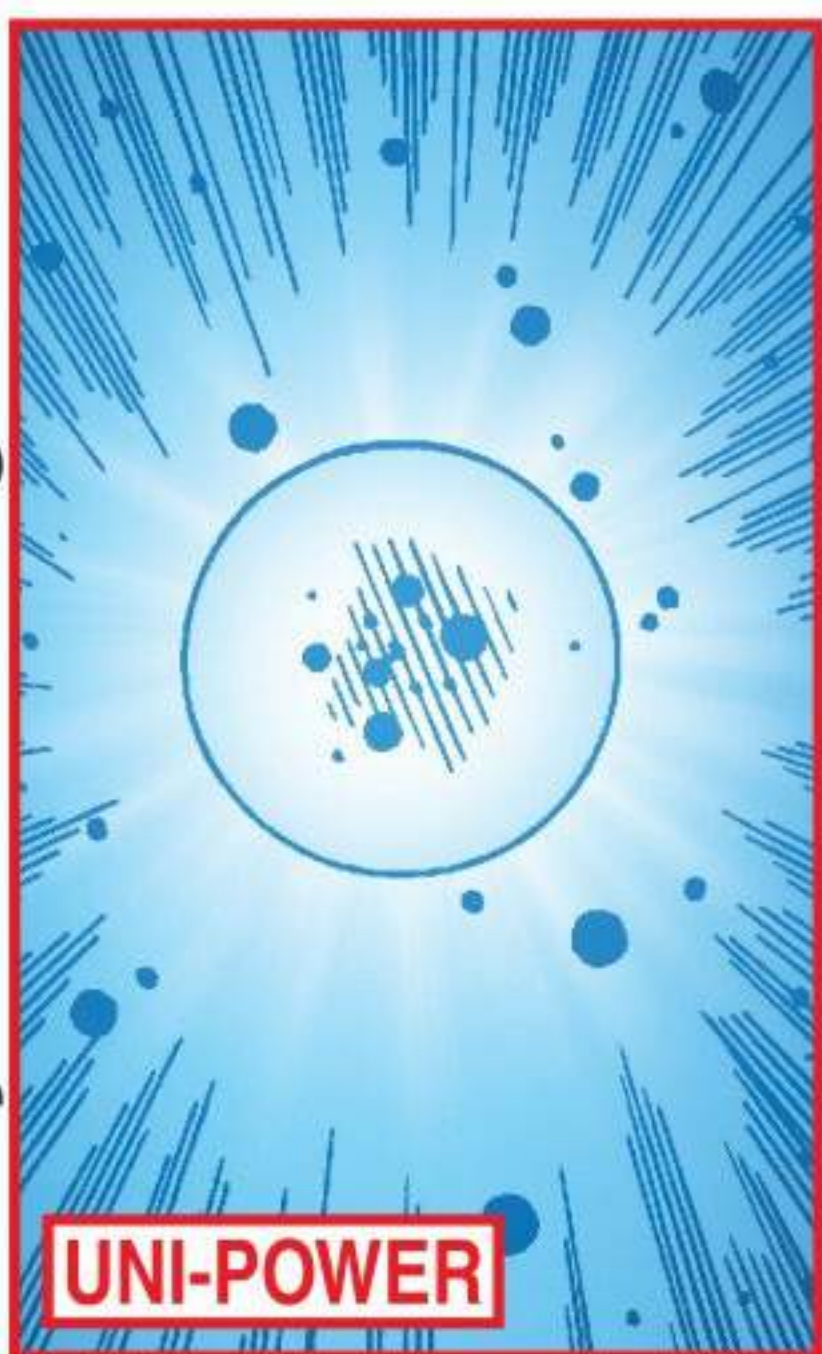
An unidentified female Captain Universe was among the heroes of Earth assembled by the Grandmaster to serve as potential participants in his game against Death, but she was not selected. Later, young student Delayne Masters became Captain Universe to save his teacher from a schoolyard bully named Willie Johnson. Although the Uni-Power left

FIRST APPEARANCE: Micronauts #8 (1979)

Delayne before he had beaten Willie, Delayne had gained enough confidence from the experience that he was able to defeat Willie on his own. The Uni-Power once transformed physics professor Evan Swann into Captain Universe to halt the Quantum Mechanic, an extraterrestrial who believed that the law of probability was a flaw in reality that should be corrected by breaking the Earth down into subatomic particles. Swann destroyed the Quantum Mechanic to save Earth.

The Uni-Power's next known recipient was Peter Parker, secretly Spider-Man. When the Uni-Power first possessed Parker, he was struck by electricity in a laboratory accident while working with professor Max Lubisch. The accident blocked some of the Uni-Power's energy from reaching Parker, and he mistakenly believed that his increased powers were a result of the accident. Spider-Man found himself facing increased threats from super villains due to Loki Laufeyson's so-called "Acts of Vengeance" conspiracy, in which the villain community traded opponents, and he found he needed his new powers to face the Trapster (Peter Petruski), Titania (Mary MacPherran), Magneto (Max Eisenhardt), the Brothers Grimm (Barton and Percival Grimes), Goliath (Erik Josten), the Hulk, the Rhino (Aleksei Sytsevich), Shocker (Herman Schultz), Hydro-Man, TESS-One, Dragon Man, Terminus and Graviton (Franklin Hall). When Loki's plot was foiled by Earth's heroes, he attempted new mischief by merging three mutant-hunting Sentinel robots into the Tri-Sentinel. This proved to be the threat the Uni-Power had chosen Spider-Man for, and he gained full access to the Uni-Power.





With the Tri-Sentinel's defeat, the Uni-Power departed, and Parker found himself wiser for the experience, having remained true to himself even with the cosmic powers of Captain Universe. Peter's tenure as Captain Universe led to further troubles when nearly all of his foes from "Acts of Vengeance" returned for rematches; he was also kidnapped along with other former Captain Universe hosts by the Psycho-Man, a tyrant of the Microverse who was after the Uni-Power, but Spider-Man and his fellow prisoners escaped and defeated him.

Another Captain Universe was a toddler named Eddie Price, chosen to end the threat of the demons Gart and Rath. The Uni-Power next empowered the dog Casey, allowing him to think at human-level intelligence so that he could save his master Glenn and Glenn's fiancée Laura from a flaming hot air balloon crash. Once Glenn and Laura were saved, the Uni-Power left Casey and the dog returned to normal, living out the rest of its life under Glenn's care. Later, time-traveling members of the Guardians of the Galaxy (Reality-691) visited the modern era, and they attempted an attack upon the Badoon, hoping to prevent the Badoon invasion of their own timeline. Presumably to prevent a potentially reality-damaging manipulation of history, the Uni-Power transformed a Badoon named L'Matto into Captain Universe to defeat the Guardians. The Guardians' absent leader Major Victory came to their aid alongside Dr. Strange, and Dr. Strange forced the Uni-Power to depart L'Matto so that the Guardians could escape back to their own time.

The Uni-Power's next known host was the paralyzed Elijah Jackson. When he became Captain Universe to save his daughter from attackers, his paralysis was temporarily healed and he had a chance to express his love for his daughter before the Uni-Power departed, restoring him to his paralyzed condition. Though accounts vary, perhaps due to reality distortion, a University of Tennessee veterinary student became Captain Universe to aid the X-Men against the mutant Roger Fieldston, who was using his power to mutate others. Captain Universe used the Uni-Power to reverse Fieldston's powers so that he could heal everyone he had affected in his rampage.

An unusual Captain Universe was Roland Taylor, a schizophrenic writer. The Uni-Power healed his mind, but he found himself pursued by Division U, a scientific team trying to analyze the Uni-Power, whose ranks included Steve Coffin, angered to find another person with his one-time powers. The Uni-Power was also pursued by the Enigma Hunters, extraterrestrials from the Microverse who sought its power for themselves. When the Uni-Power tried to leave Taylor, his schizophrenic side reasserted itself, forcing the Uni-Power to remain. The Uni-Power eventually departed Taylor through unrevealed circumstances.



The Uni-Power went on to possess police officer Ted Simmons, but it began to suffer inexplicable power fluctuations. While Simmons was battling gunmen, the Uni-Power briefly deserted him, and one of Simmons' fellow officers was shot dead as a result. The Uni-Power could not understand what had happened to it, and began to search for answers. Needing more power, it also began to seek individuals who were already superhuman so that it could duplicate their powers.

It first returned to Bruce Banner, this time possessing him and the Hulk as a single entity. They sought out Gilbert Wiles, who was still researching the Uni-Power, and he attempted to assist it, but agents of the anarchist Advanced Idea Mechanics (AIM) attempted to seize the Uni-Power, and while the empowered Hulk fought them, an AIM agent using invisibility technology killed Wiles' business partner, David Garrett. To help clear Gilbert's name, the Uni-Power joined with Matthew Murdock, alias Daredevil, who had taken Wiles as his client. Bonding with the Uni-Power enhanced Daredevil's superhuman senses to such a degree that he could barely function, but he also regained his eyesight as a result. Murdock proved Wiles' innocence in court, and suggested that the Uni-Power attempt to study AIM's findings on its situation, hoping it might shed light on the power fluctuations.

To invade an AIM base, the Uni-Power joined with the mutant X-23 (Laura Kinney), who was sympathetic to the Uni-Power's plight, having been a victim of experimentation herself. They were also assisted by the SHIELD agent Scorpion (Carmilla Black), and destroyed all of AIM's intelligence on the Uni-Power in the hopes that they would cease pursuing it. The Uni-Power sought aid from Fantastic Four leader Mr. Fantastic (Reed Richards), but the Four were attacked by Gladiator (Kallark) of the Shi'ar Imperial Guard, who believed that the Uni-Power's fluctuations made it a threat to the universe. The Uni-Power possessed the Invisible Woman (Susan Richards) to hold off Gladiator, and finally joined with Gladiator briefly so that he could see its recent fluctuations were uncontrolled. Gladiator offered to bring the Uni-Power back to the Shi'ar with him to seek answers.

As they traveled to the Shi'ar empire, Gladiator and the Uni-Power were captured by Krosakis, an extraterrestrial who fed upon cosmic energies, and he forced the Uni-Power to bond with him so that he could have its power. The Silver Surfer (Norrin Radd) sensed the Uni-Power's distress and came to its aid. In battle with Krosakis, the Surfer was able to drive the Uni-Power from his body. The Uni-Power then bonded with the Surfer, and he was able to use his Power Cosmic to halt the fluctuations temporarily. After freeing Gladiator and Krosakis' other slaves, the Surfer brought the Uni-Power to human Gabriel Vargas, a soldier who had been crippled while on a tour of duty. The Uni-Power chose Vargas as its new host while it continued to investigate its power fluctuations. Vargas became embroiled in the Phalanx invasion of Kree space, and was conscripted by the Kree to aid Star-Lord (Peter Quill) in a mission to destroy a Phalanx pathogen production facility. During the mission, the inexperienced Vargas unintentionally killed honorary Avengers member Deathcry in self-defense when she attacked him in a berserker rage. The Uni-Power briefly left Vargas to inhabit a Phalanx so that they could obtain the antidote to the pathogen; the Uni-Power destroyed the Phalanx after finding the cure, returned to Vargas, and Star-Lord's team returned to the Kree. The Uni-Power then left Vargas to respond to another emergency. Vargas' full mobility was restored by Kree scientists, and he continued to fight alongside Star-Lord, ultimately perishing at the hands of a Phalanx-infected Blastaar.

To undo damage the Juggernaut (Cain Marko) inadvertently caused to Manhattan's bedrock years ago, the Uni-Power first possessed William Nguyen, a suicidal man whose life had been ruined when the Juggernaut destroyed his place of business. Nguyen sought out and attacked the Juggernaut for revenge, but the Uni-Power ultimately transferred itself to Marko, who used it to repair the damage he'd caused. Later, when a university experiment apparently released the King of Whirldemons from

his imprisonment, he renewed his efforts to destroy Earth. However, the Uni-Power reached out to former hosts X-23, Spider-Man and the Invisible Woman and drew them together to oppose the impending Whirldemon invasion; X-23 became Captain Universe again, battled the King of Whirldemons and stopped his plans.

Sometime later, the Uni-Power claimed the body of Tamara Devoux, who had been comatose for ten years following a car accident that also apparently killed her daughter, Ella. Sensing Earth would be the axis of future events that would result in the premature death of the universe, the Uni-Power's sentience dominated Devoux's body as Captain Universe; as the embodiment of the universe, she was often called "goddess" or "Mother." Somehow coming to the attention of Captain America (Steve Rogers) and Iron Man (Tony Stark), Captain Universe was invited to join the Avengers. As a member, the Uni-Power has aided the team in their protection of Earth and warned them of the impending universe-ending event. However, at periodic times, an amnesiac Tamara would briefly awaken, believing the times the Uni-Power was sentient were simple black outs. Devoux was aided by Shang-Chi in remembering portions of her life, the car accident and re-acclimating to life.



Art by Steve Ditko

ABILITIES/ACCESSORIES: Each Captain Universe possesses superhuman strength and durability, the ability to fly, rearrange the molecules of organic and inorganic matter, transmute elements, generate energy and force constructs, and fire energy blasts. Its "Uni-Vision" comprises microscopic, x-ray, and telescopic vision. The strength of these abilities varies from one host to another, often depending on how imaginatively they use the power.



GILBERT WILES
Captain Universe/Hulk
#1 (2006)



RAYMOND COFFIN
Micronauts #8 (1979)



STEVE COFFIN
Marvel Spotlight #9 (1980)



ANN STANFORD
Marvel Spotlight #10
(1981)



CLARE DODGSON
Marvel Spotlight #10
(1981)



MONTY WALSH
Marvel Spotlight #11
(1981)



ARCTURUS RANN
Micronauts #35 (1981)



DR. STRANGE
(Stephen Strange)
Micronauts #35 (1981)



HULK
(Robert Bruce Banner)
Incredible Hulk Annual #10
(1981); Captain Universe/
Hulk #1 (2006)



DELAYNE MASTERS
Marvel Fanfare #25
(1986)



EVAN SWANN
Web of Spider-Man
Annual #5 (1989)



SPIDER-MAN
(Peter Parker)
Spectacular Spider-Man
#158 (1989)



EDWARD PRICE
Web of Spider-Man
Annual #6 (1990)



CASEY
What If? #31 (1991)



L'MATTO
Guardians of the Gal-
axy #30 (1992)



ELIJAH JACKSON
Marvel Comics
Presents #148 (1994)



**UNIDENTIFIED VETERINARY
STUDENT**
X-Men and Captain Universe:
Sleeping Giants (1994)



ROLAND TAYLOR
Cosmic Powers
Unlimited #5 (1996)



TED SIMMONS
Amazing Fantasy #13
(2005)



DAREDEVIL
(Matt Murdock)
Captain Universe/Dare-
devil #1 (2006)



X-23
(Laura Kinney)
Captain Universe/X-23
#1 (2006)



INVISIBLE WOMAN
(Susan Richards)
Captain Universe/Invisible
Woman #1 (2006)



GLADIATOR
(Kallark)
Captain Universe/Invisible
Woman #1 (2006)



KROSAKIS
Captain Universe/Silver
Surfer #1 (2006)



SILVER SURFER
(Norrin Radd)
Captain Universe/
Silver Surfer #1 (2006)



GABRIEL VARGAS
Captain Universe/Silver
Surfer #1 (2006)



A PHALANX
Annihilation: Conquest —
Star-Lord #4 (2007)



WILLIAM NGUYEN
Amazing Spider-Man
#627 (2010)



**JUGGERNAUT
(CAIN MARKO)**
Amazing Spider-Man #629
(2010)



TAMARA DEVOUX
Avengers #1 (2013)

REAL NAME: Sharra Neramani
ALIASES: Lifecry, "DC"
IDENTITY: Secret
OCCUPATION: Adventurer; former dissident, rebel, soldier
CITIZENSHIP: Shi'ar Imperium
PLACE OF BIRTH: Unrevealed
KNOWN RELATIVES: Cal'syee Neramani (Deathbird, possible aunt or mother), unspecified female Neramani (possible mother or aunt, deceased), Lilandra Neramani (aunt, deceased), D'ken Neramani (uncle or father, deceased), Gabriel Summers (Vulcan, uncle or stepfather by marriage, deceased), Black Light, White Noise, Adam-X/X-Treme (all cousins or siblings), Charles Xavier (ex-uncle by marriage)
GROUP AFFILIATION: Avengers (honorary); formerly Star-Lord (Peter Quill)'s unnamed squad, Shi'ar military, unspecified rebel group
EDUCATION: Shi'ar military training, possible unspecified Kree training
FIRST APPEARANCE: Avengers #363 (1993); (identified) Avengers #364 (1993)

HISTORY: An extraterrestrial youth born into the royal Neramani family of the interstellar Shi'ar Empire, Sharra Neramani was presumably named after one of the two leading deity figures of Shi'ar culture, the legendary Sharra and K'ythri. The various accounts of Sharra Neramani's early years are fragmentary and sometimes unverified, but she is known to be the niece of Lilandra Neramani, who recalled holding and feeding Sharra as a hatchling when they shared the same family nest. How long Sharra may have lived with Lilandra or other members of her extended royal family is unclear, but Sharra's later accounts of her own childhood tended to focus on her horrifically abusive unidentified mother and a beloved nursemaid, K'rin, whom Sharra credited with raising her and loving her when no one else could. Sharra claimed to have survived the Rigellian slave pits during

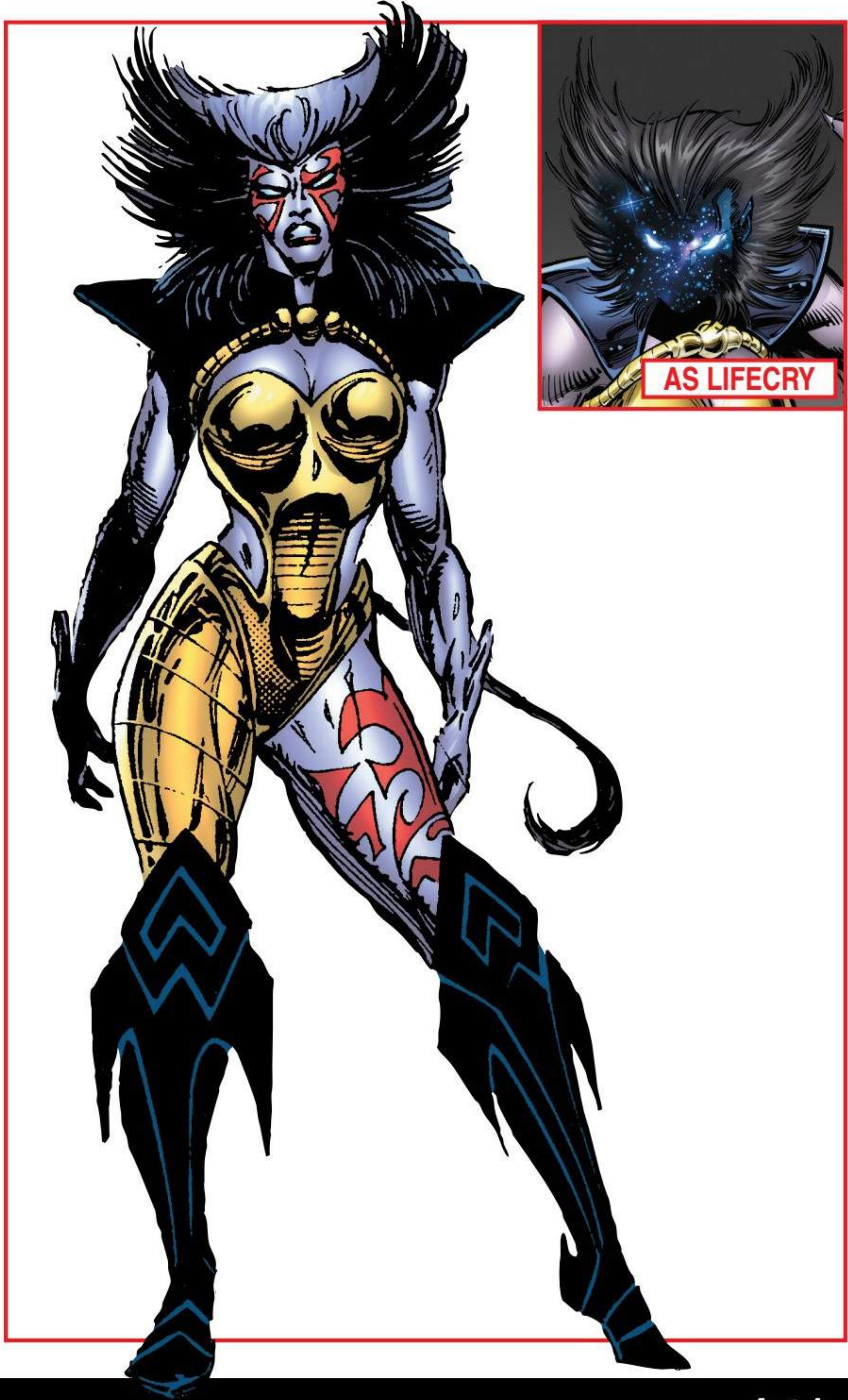
her early years and was reportedly part of an unspecified rebellion, later fondly recalling her friends and teachers among the rebels. At some point she was a follower of the insane rogue royal family member Deathbird (Cal'syee Neramani), becoming known as a dissident within the Neramani clan, but Sharra later renounced her Deathbird affiliation in favor of loyalty to the rightful empress Lilandra. As a young soldier in the Shi'ar military, Sharra fought many battles against soldiers of the rival Kree Empire, developing an intense hatred of the Kree and blindly embracing Shi'ar propaganda regarding the supposed superiority of Shi'ar culture.

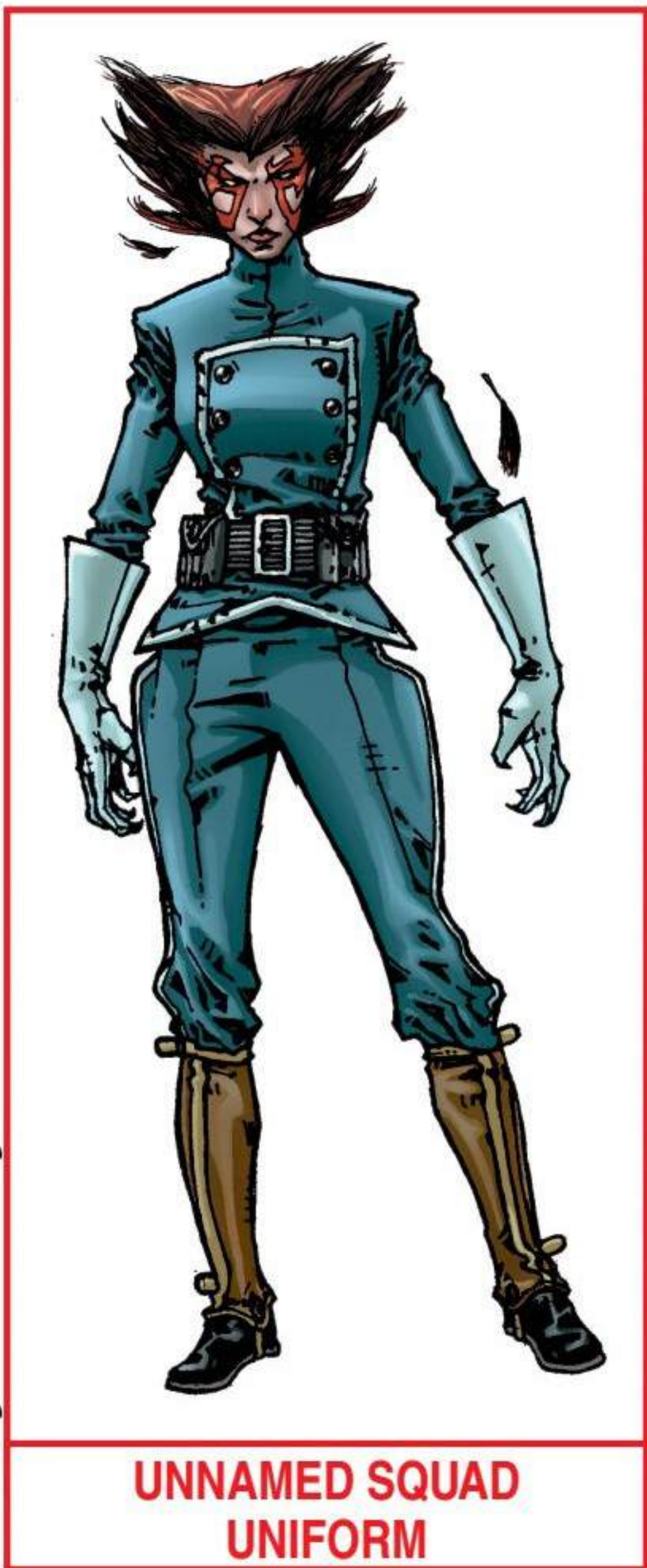
Prone to violent berserker rages, Sharra killed a member of her own platoon during a drunken brawl over a lover she did not wish to share, tearing out her victim's throat without even properly challenging her to Arin'nn Haelar ritual combat. Sharra was arrested and brought before the empress to face judgment. A disgusted Lilandra called her niece pathetic, and said even being capable of such a crime called the legitimacy of the royal line into question. Declaring Sharra unworthy of her name, Lilandra stripped her of it and exiled her from Shi'ar imperial space, but she also gave her niece a chance at redemption by sending her on an extended mission to Earth, where she might yet regain her honor and her name. The Shi'ar had recently conquered the Kree Empire, and Lilandra felt she owed a debt of honor to Earth's leading super heroes, the Avengers, for their actions during that conflict. Having learned of rogue Kree elements targeting the Avengers, Lilandra sent her niece to Earth to aid and protect the Avengers.

Forbidden to reveal or even speak her true name, Sharra operated under the codename Deathcry, an alias she may have chosen as part of her efforts to seem like an older, more confident warrior than she actually was. Roughly equivalent in age to a human 16-year-old, Deathcry knew little of Earth prior to her mission and felt very scared and lonely there at first, initially covering her insecurity with arrogant posturing, but gradually revealing the more girlish aspects of her personality during what became an extended alliance with the Avengers.

After helping the Avengers neutralize attacking Kree Sentries, Deathcry was captured by Kree Admiral Galen-Kor's strike force, who blamed the Avengers for the Kree Empire's conquest by the Shi'ar and the seeming demise of their ruler, the Supreme Intelligence. Kor's troops tortured the Avengers for their supposed crimes, while Kree officer Dylon Cir sadistically tortured Deathcry nearly to death simply for being Shi'ar, but Deathcry and Hercules (Heracles) broke free in time to help Avengers reinforcements defeat the Kree and save Earth from Kor's Nega-Bomb. Moving into Avengers Mansion as a ward of the team, Deathcry began routinely assisting in general Avengers operations, not just Kree-related matters, and became an honorary member of the group. Vocally wary of her Inhuman teammate Crystal at first due to the Kree Empire's ancient role in creating Earth's Inhuman race, Deathcry soon overcame her prejudice sufficiently to befriend Crystal. Deathcry formed a closer friendship with her android teammate Vision ("Victor Shade"), as well as an unrequited romantic interest in him, made more awkward by Vision's occasional hints of an attraction to Crystal.

While helping the Avengers investigate an off-line Scottish tracking station on the Isle of Crail, Deathcry identified a crashed stasis ship as one containing the legendary Shi'ar Admiral T'kyll Alabar and his mortal enemy, the Mephitisoid leader known as the Butcher, who used his mind-controlling pheromones to enslave the island village of Ailsa upon awakening from stasis. When the Mephitisoid captured the Avengers, Deathcry and Alabar escaped to learn Galen-Kor's strike force was responsible for releasing Alabar and the Butcher from stasis. Stopping Deathcry from killing Dylon Cir in a vengeful rage, Alabar employed a vial of Mephitisoid pheromone to control Cir and use him to free the Vision. Deathcry considered Alabar's pheromone tactic dishonorable, and she also disapproved of the skeptical, cynical tone he exhibited regarding Shi'ar history and culture despite being one of the Shi'ar's most revered





UNNAMED SQUAD
UNIFORM

sent to Earth for her by K'rin, Deathcry was attacked by US government-manned Mandroid armors and interrogated by US federal agent Henry Gyrich, who warned that anything transported to Earth from Shi'ar space via stargate risked destabilizing Earth's sun, hence Lilandra having largely banned that stargate's use by then. Deathcry's teammates were supportive, especially Hercules, who felt a growing kinship with Deathcry due to his own recent exile from Olympus. He helped Deathcry salvage a holographic message disc from K'rin, though the damaged disc's message was largely garbled, and he later accompanied her to the Blue Area of the Moon in search of another message from K'rin. Members of Lilandra's Elite Guard ambushed them there, revealing Lilandra had sent K'rin to a prison colony on Alsibar for unrevealed reasons and warning that Deathcry would face a far harsher sentence if she tried to rescue K'rin. Exiled Shi'ar warrior Za'ken rescued Deathcry and Hercules from the Elite Guard and offered to take them into Shi'ar space. Close friends on the verge of romance by now, Deathcry and Hercules accepted Za'ken's offer and shared untold adventures in space before a homesick Hercules decided to return to Earth.

Later jailed on the Kree world Aladon Prime for killing seven Kree under unrevealed circumstances, Deathcry was offered amnesty in exchange for joining fellow prisoners Bug, Captain Universe (Gabriel Vargas), Groot, Mantis and Rocket Raccoon on a suicide mission led by Star-Lord (Peter Quill) to stop a plot by the techno-organic beings known as the Phalanx to transform all organic life into Phalanx via airborne nanotech. During their squad's first skirmish with Phalanx forces, Vargas unwittingly offended Deathcry by destroying a Phalanx entity she had already engaged in battle, an action viewed as grave disrespect in Shi'ar warrior culture. Deathcry warned Vargas they would "death-dance" if it happened again. Later, when they spotted a clash between Phalanx forces and Annihilation Wave soldiers, Deathcry intervened against Star-Lord's orders, attacking the Phalanx and revealing her squad's location to the enemy. When a Phalanx drone snared Deathcry in its coils during the fight and Vargas blasted her free, a battle-crazed Deathcry turned on Vargas, who instinctively defended himself using his cosmic uni-power and accidentally killed her. The rest of Quill's squad survived their ultimately successful mission, most later forming the foundation of what became Quill's Guardians of the Galaxy.

When the Chaos King (Amatsu-Mikaboshi) attempted the destruction of all reality, his disruptions of the various afterlife realms temporarily

military heroes. During the ensuing battle, Deathcry learned the truth of Alabar's legendary victory against the Butcher centuries earlier: that he had killed an abbey of peaceful, innocent Mephitisoid females and used their distilled pheromones to inspire his weary and dispirited troops to win. A repentant Alabar ultimately refused to defend himself during his final confrontation with the Mephitisoid, asking forgiveness. Unmoved, the Mephitisoid killed Alabar, and a disillusioned Deathcry killed the Mephitisoid to save the Vision. When a cyber-attack by the so-called Anti-Vision restored Vision's long-dormant capacity for emotions, a confused Vision left the Avengers to find himself, much to Deathcry's dismay. Trying to retrieve a message canister

resurrected many dead heroes and villains, including then-deceased Avengers members Captain Marvel (Mar-Vell), Deathcry, Dr. Druid, Swordsman (Jacques Duquesne), Vision and Yellowjacket (Rita DeMara). The Chaos King's servants Grim Reaper and Nekra (Sinclair) summoned these six dead Avengers into the presence of the comatose living Avengers so that Reaper could destroy all the living and dead Avengers at once, satisfying his longtime obsessive hatred of the group. The resurrected dead Avengers fought back, defending the helpless living Avengers and other innocents menaced by the Reaper's forces. Kree warrior Mar-Vell acted as leader of the dead Avengers, earning Deathcry's grudging respect through his battle prowess and idealistic, selfless courage despite his Kree heritage. Angered and shamed by the disgraceful nature of her demise during the Phalanx mission, Deathcry was eager to die honorably in glorious battle with the enemy this time and she launched a suicidal kamikaze solo attack on Nekra at a critical moment against Mar-Vell's orders. Mar-Vell saved Deathcry's life, distracting him long enough for the Grim Reaper to kill Mar-Vell by stabbing him from behind. A guilt-stricken Deathcry was overcome by self-loathing and despair until the cosmic awareness Mar-Vell had possessed as Protector of the Universe, sentient and seeking a new host to help prevent the universe's destruction by the Chaos King, addressed Deathcry by her true name of Sharra Neramani and offered her its power. Deathcry protested she was unworthy, but the cosmic awareness urged her to become worthy and granted her its power. Cosmically empowered and calling herself Lifecry, Sharra declared that she had earned back her true name and would defend the universe unto death. She died minutes later in a fierce battle with Nekra, who was left gravely injured, giving the other Avengers and the civilians a chance to escape. The Grim Reaper pursued, killing Dr. Druid, but the Vision blew himself up, apparently taking Reaper and Nekra with him, while Swordsman and Yellowjacket brought the civilians and the comatose living Avengers to safety before returning to their respective afterlives following the Chaos King's defeat.

HEIGHT: 5'9"
WEIGHT: 195 lbs.

EYES: Light yellow
FEATHERS: Dark purple

ABILITIES/ACCESSORIES: Deathcry had a feral side that surfaced in battle, claws capable of tearing through omnium steel, and near-invulnerable skin. She could lift at least 2 tons and had faster than normal reflexes. Like many Shi'ar she had the vestigial remains of wings on her wrists. Her strength and pain tolerance were greater than the average Shi'ar's. Her birdlike Shi'ar eardrums could withstand the intense pressure differentials of high altitudes. Deathcry's purple-skinned appearance, claws and superior physical abilities were not typical of the Shi'ar, and she has been described as "biologically enhanced," but the source of these enhancements remains unrevealed. She briefly possessed unspecified cosmic powers as Lifecry. She was a skilled starship and aircraft pilot (skills she claimed to have learned by the age of five), had extensive knowledge of Kree tactics and warfare, and extensive training in unarmed combat, weapons and military strategy from the Shi'ar Army. The color and configuration of her eyes altered on occasion, though whether naturally or artificially is unknown. Deathcry piloted a spacecraft called a skimmer, a small scout craft capable of interstellar travel via stargate; it could reach the Moon under its own power, was able to fly in outer space or within planetary atmospheres, housed computer databanks and long-range scanners with planetary range and beyond, and could be fitted with weapons such as plasma bombs. The ship was destroyed by Lilandra's Elite Guard.



GROOT

REAL NAME: Groot

ALIASES: King Groot, His Royal Majesty King Groot, Honorable delegate from Planet X, The Monster from Planet X

IDENTITY: No dual identity

OCCUPATION: Adventurer, former Galactic Council member, S.H.I.E.L.D. operative, Undergrowth rights activist

CITIZENSHIP: Planet X with criminal record (pardoned)

PLACE OF BIRTH: Planet X

KNOWN RELATIVES: Groot (offspring)

GROUP AFFILIATION: Guardians of the Galaxy, formerly Galactic Council, Star-Lord (Peter Quill)'s unnamed squad, SHIELD's Howling Commandos

EDUCATION: Allegedly educated by tutors

FIRST APPEARANCE: Tales to Astonish #13 (1960)

HISTORY: A native of the Branch Worlds' Planet X (not to be confused with several other worlds dubbed Planet X), Groot belongs to a sentient tree species, all known as Groot. As a sapling Groot campaigned for the rights of the Undergrowth, anthropomorphic animals and fungi that perform menial tasks maintaining Planet X's ecosystem. This activism made him a hero to the Undergrowth, but, perhaps prompted by the other Groots' displeasure, Groot eventually departed Planet X for space. In 1960 he visited Earth, his arrival witnessed by biologist Leslie Evans; still immature and impetuous, Groot falsely identified himself as Planet X's monarch, and proclaimed his intention to abduct humans for his homeworld's scientists to study. Groot proved invulnerable to the local authorities' weapons and isolated Evans' hometown via psychokinetically controlled trees but Evans unleashed specially bred termites on Groot that devoured the alien's internal system, seemingly slaying him.

Groot eventually recovered, but was captured by the Elder of the Universe known as the Collector (Taneleer Tivan) and placed within a giant monsters zoo beneath Canada. When the Mole Man (Harvey Elder) attacked the Collector, Groot and the other monsters escaped and rampaged through New York City before being stopped by the Hulk (Bruce Banner), Thing (Benjamin Grimm), Giant-Man (Henry Pym) and Beast (Henry McCoy), who then imprisoned the monsters, including Groot, in the Negative Zone. During Groot's incarceration, another alien, Xemnu the Titan, deployed a robot duplicate of Groot against the Hulk, but it was destroyed. Finding his way back to Earth, Groot was confined to Monster Island for a time, but eventually escaped. After years in hiding Groot was tracked down and captured by SHIELD's Howling Commandos, comprised of monsters and other supernatural beings. Imprisoned again, Groot was offered a place on the team, but escaped with other captive giant monsters when the magician Merlin's forces assaulted the Commandos. However, tired of running, Groot returned to assist the Commandos. After Merlin's defeat, Groot departed into space, though not before leaving behind a sapling that grew into another Groot, which resided on Monster Island until being apparently slain by Robert Hellsgaard's Hunter of Monster Special Force.

Eventually, under unrevealed circumstances, the extraterrestrial Kree captured Groot, and when the techno-organic Phalanx invaded Kree territory, Groot joined a team of other prisoners led by Star-Lord (Peter Quill) sent on a sabotage mission into Phalanx-occupied space. Befriending fellow teammate Rocket Raccoon, Groot sacrificed himself by standing alone against their foes, but though his body was destroyed, a splinter survived and soon regrew to his original size after returning to the team. Groot was integral to a major Phalanx defeat when he again sacrificed himself by rapidly growing to engulf their Babel Spire with his form, which was then ignited to destroy it. Rocket Raccoon kept a Groot twig so his friend could regrow.

Quill formed the Guardians of the Galaxy to deal with future threats to interstellar peace, recruiting Rocket but not Groot, as he had yet to regrow to a viable size; however, Groot remained in the Guardians' care. Having reached maturity, Groot's larynx became stiff and inflexible, a common problem for his species, so that to the untrained ear all he appeared capable of uttering was "I am Groot," while his more subtle nuance of meaning was conveyed by the sigh and breeze beneath the words; unfortunately, his friends were unaware of this. When the team temporarily splintered after Quill was revealed to have manipulated them, Rocket assembled a new squad, this time including the now-regrown Groot. On their first mission, defending the Spartoi's Benthus Colony from the conquering Badoon, Groot's might proved instrumental in defeating the invaders, decapitating their most powerful weapon, a cybernetic "Monster." The Guardians next rescued Quill from the Negative Zone, and the other former members soon returned to the fold. When an intergalactic Kree-Shi'ar war broke out, the Guardians tried unsuccessfully to convince both sides' leaders to negotiate, but the Kree detonated a Terrigen-Bomb, inadvertently triggering a progressive cosmological collapse called the Fault. Groot and the Inhuman Maximus, who could comprehend Groot, worked



Art by Timothy Green II with Paul Pelletier (top inset) and Steve McNiven (bottom inset)

together to save Attilan from being destroyed. Informed by Maximus about how Groot was truly communicating, Rocket soon learned to properly interpret his friend's proclamations. Later, when Negative Zone monarch Blastaar tried to deny the Guardians access to the Galactic Council's discussion on the Fault crisis, Quill used Groot's claimed royal status to have Groot inducted as Planet X's representative on the Council.

Art by Jack Kirby



EARLY FORM

However, shortly after this, Quill was seemingly slain on a mission, and the Guardians disbanded. Groot briefly returned to Earth, where he applied unsuccessfully to work as a nanny for Luke Cage and Jessica Jones, before returning home to Planet X, where he was imprisoned on the Isle of Punishment for impersonating the world's monarch and eighteen additional offenses by its true king, King Groot XXCVII. Rocket, seeking Groot's aid after an attack on him by a clown made of bioreactive dendronic wood native to Planet X, rescued Groot with the aid of the Undergrowth Resistance, who remembered Groot's fight for their rights. Groot surmised the clown was sent to kill Rocket by someone on Rocket's home planet, the asylum Halfworld, and was deliberately made of sentient wood in order to lure him to Planet X. A clown hit squad then attacked, but Rocket, Groot, and the Undergrowth Resistance defeated the clowns and doused the resulting forest fire. In recognition for his heroism, Groot was pardoned by the King. Groot and Rocket traveled to Halfworld where they were taken into custody by the asylum's animal wardens under the impression that Star-Thief (Barry Bauman), a psychic Halfworld inmate able to transfer his consciousness between bodies, had tried to engineer his escape by possessing Rocket. Groot and Rocket learned the wooden clowns were part of Halfworld's security forces and that warden Judson Jakes, possessed by Star-Thief, had dispatched the clowns that attacked Rocket, a lure to bring Rocket home, as his presence was required to bypass Halfworld's security systems and free Star-Thief. Halfworld security chief Blackjack O'Hare released

Art by Derec Donovan



WITH HOWLING COMMANDOS

Groot and Rocket were subsequently abducted by Major Domo, right-hand man of interdimensional entertainment mogul Mojo, and were brainwashed into "acting" in a virtual reality action-adventure production of his devising, but they were freed by a sentient robotic shipment processing and analyzing device in Rocket's possession, which then negotiated a lucrative deal for Groot and Rocket's participation in the production, making the two adventurers wealthy. Having survived, Star-Lord reassembled the Guardians, including Groot and Rocket. They worked alongside

Earth's Avengers to stop the mad Titan Thanos after he stole an ersatz Cosmic Cube, a dark matter generator created by the US military. Later, when the Badoon targeted Earth, the Guardians intercepted their fleet. Groot's body was destroyed when the Badoon launched a smaller attack craft towards Earth and self-destructed the larger vessel in an attempt to kill the Guardians, but Groot transferred his consciousness to a splinter that Rocket Raccoon recovered. While Groot's splinter was left to regrow, the Guardians defended London from a Badoon attack craft, but after they won the battle they were arrested and placed in stasis tubes aboard a Spartax warship by the Spartax Royal Guard for violating a new decree of the Council of Inter-galactic Empires that Earth was off-limits to all extraterrestrial interaction. Groot again regrew to his full size, located his teammates and stormed the Spartax warship to free them. Later, the many time-travel abuses perpetrated by Earth's super heroes caused a shockwave that wreaked havoc across the space-time continuum. One of the resulting rips in space-time allowed an immortal warrior-angel named Angela to cross from her dimension into Reality-616. Angry and confused, Angela charged toward Earth only to be intercepted by the Guardians, but she sliced Groot into pieces with her sword before Star-Lord incapacitated her. Groot began to regrow, and, after becoming convinced of Angela's innocence, the Guardians let her go.

Seeking to destroy his last remaining offspring, an Inhuman hybrid living on Earth, Thanos sent his armada to raze the planet while many of its heroes were in space heading off another threat. The armada took control of the Peak, the orbital space station run by SWORD, Earth's defensive initiative against extraterrestrial threats. SWORD's director, Abigail Brand, sent an SOS to the Guardians, who instructed Groot to keep their ship in cloak as they headed off to rescue Brand and recapture the Peak. Groot joined Drax the Destroyer and Angela in a battle against Thanos' space pirates outside the Peak as their teammates freed Brand and evacuated the space station before causing it to self-destruct.



UNNAMED SQUAD UNIFORM

Art by Timothy Green II

HEIGHT: 23' (variable)
WEIGHT: 4.1 tons (variable)

EYES: Yellow
HAIR: None

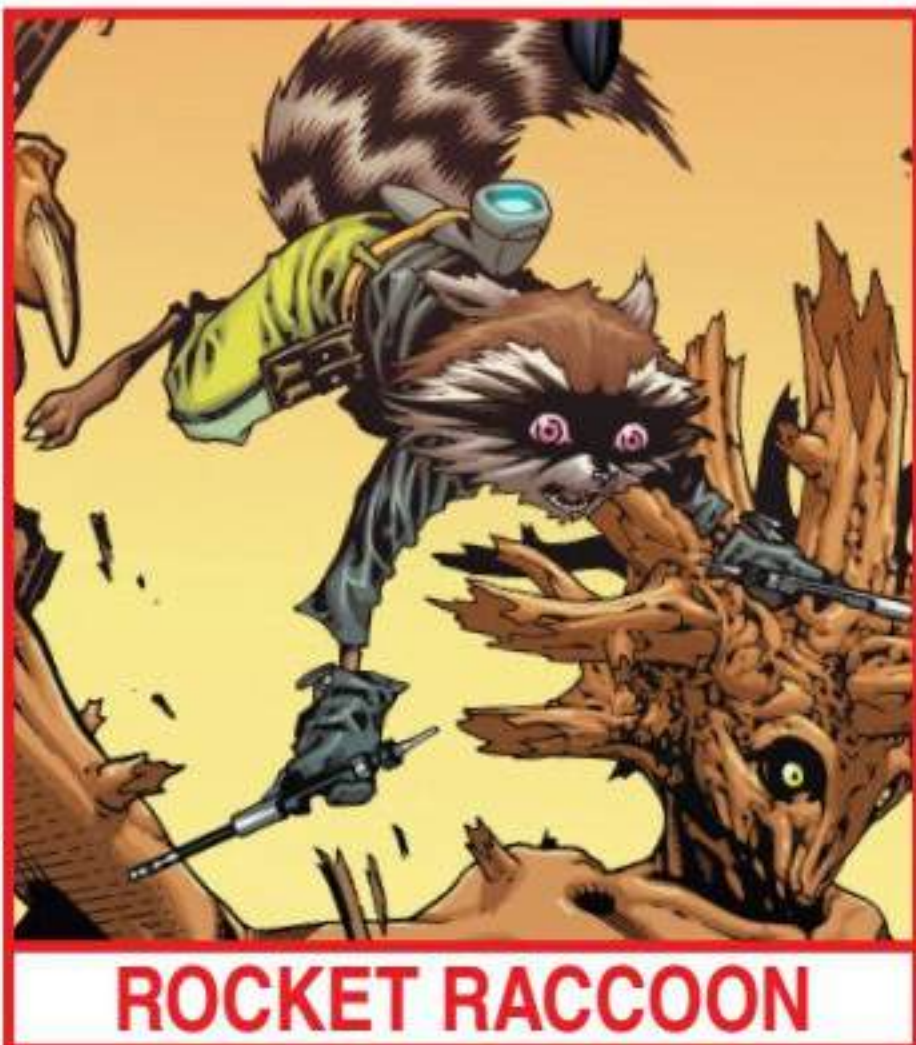
ABILITIES/ACCESSORIES: His body formed of dendronic wood highly resistant to projectiles and, normally, fire, Groot can control plant life with psychokinesis and can absorb it into his own body to make himself stronger. If Groot's body is destroyed, single splinters broken off before his death will quickly regrow into full-sized duplicates of Groot's original body, complete with his memories. Groot possesses superhuman strength (lifting over 100 tons) and is extensively knowledgeable in quasi-dimensional engineering. Like the other Guardians, Groot sometimes has circular, glowing discs of differing color on and throughout his body; the purpose, specifications and true nature of these discs are unrevealed.

POWER GRID	1	2	3	4	5	6	7
INTELLIGENCE							
STRENGTH							
SPEED							
DURABILITY							
ENERGY PROJECTION							
FIGHTING SKILLS							

HALFWORLD

DESIGNATION: Halfworld Asylum for the Criminally Insane
LOCATION: Keystone Quadrant, in relative proximity to the Sirius system, Milky Way galaxy
SIGNIFICANT INHABITANTS: Drakillars, Dr. Dyvyne (presumed deceased), “Head Robot,” Judson Jakes (deceased), Keystone Quadrant Kops, Lylla, Blackjack O’Hare, Rocket Raccoon, Stinker, Uncle Pyko, Wal Russ; numerous unidentified robots and animals (possibly including the “Awful Eight,” Chief Toymaker of Spacewheel, Snail Gang, Wild Worms)
PATIENTS/INMATES: Barry Bauman (aka Star Thief), Keystone Kops, “Loonies,” numerous others
FIRST APPEARANCE: Incredible Hulk #271 (1982)

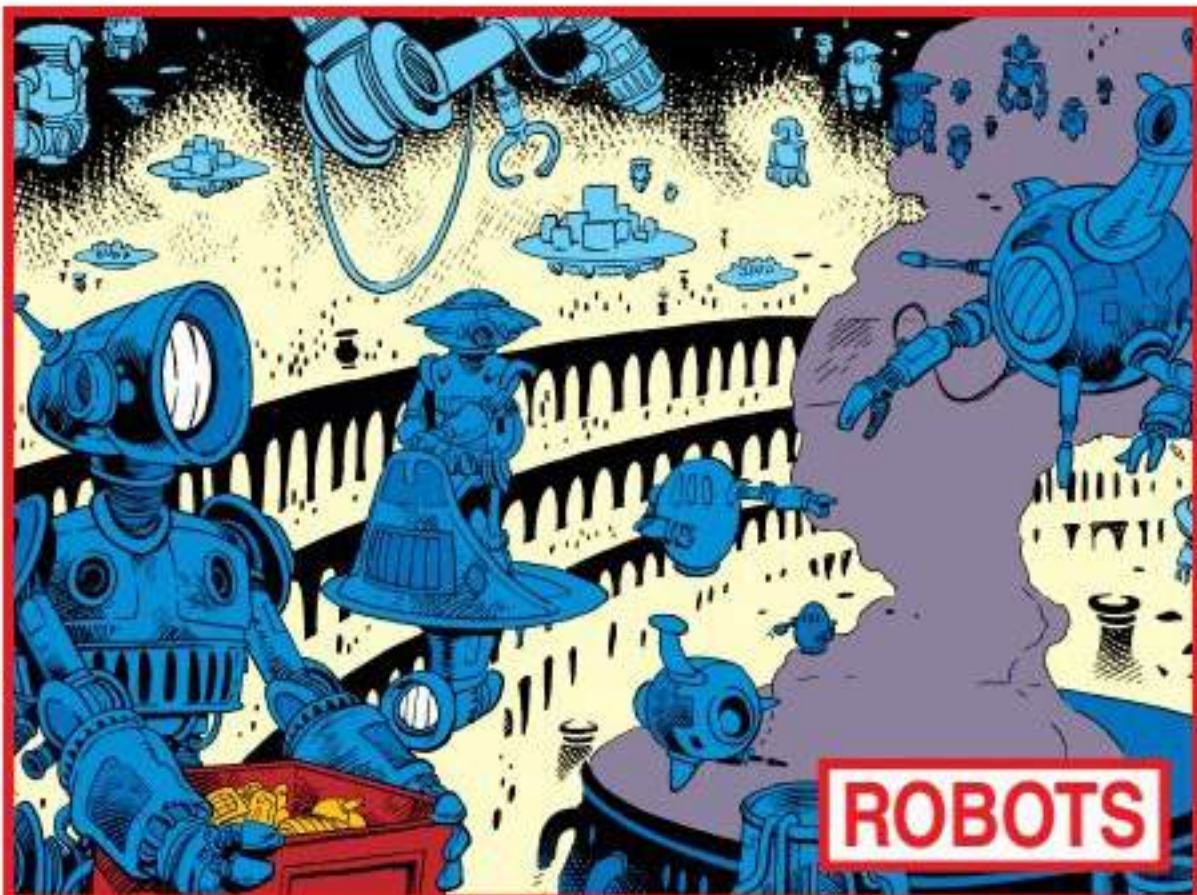
Art by Timothy Green II



ROCKET RACCOON

of their natural lives. After five years, the hospice ships found a suitable world in the Keystone Quadrant, a star system both remote and secure in relative proximity to a black hole cluster associated with the star Sirius Major. Administering the settlement from their headquarters in Asylum, the psychiatrists spent years studying the human mind’s functions and dysfunctions, expanding their knowledge of same, and documenting their findings in the hospice ship Gideon’s logbook. Eventually, their funding cut off, the psychiatrists were ordered home, but not before they erected a force-field-generating Galacian Wall around the Keystone Quadrant to keep their uncured patients safe from normal society, as well as preventing the patients from escaping into potential harm.

Art by Mike Mignola



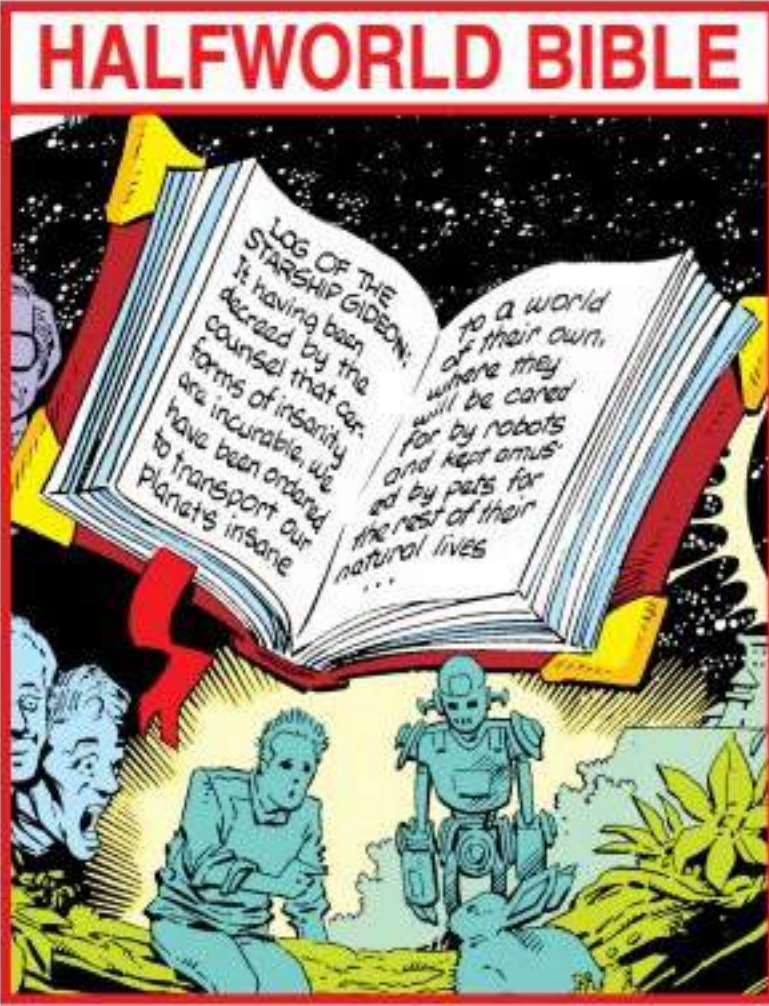
ROBOTS

For generations, the robots watched over their charges, whose children were either born insane or affected by their insane environment. Allegedly gaining sentience (partly due to radiation from a nearby star going nova), the supremely logical robots sought escape

from directly caring for their illogical charges. They experimented with the various companion animals’ genetics and created a race of animal people to care for the patients. The robots allegedly retreated to their own side of the planet, began work on a giant humanoid starship and investigated how to shut down the Wall from the inside. Over time the planet became known as Halfworld, divided between the robots’ industrial half, and the verdant half occupied by the animals and patients, with the robots building technology designed by the animals to keep the patients entertained, making other machines and weapons for the animals’ use only, and giving many animals cybernetic enhancements.

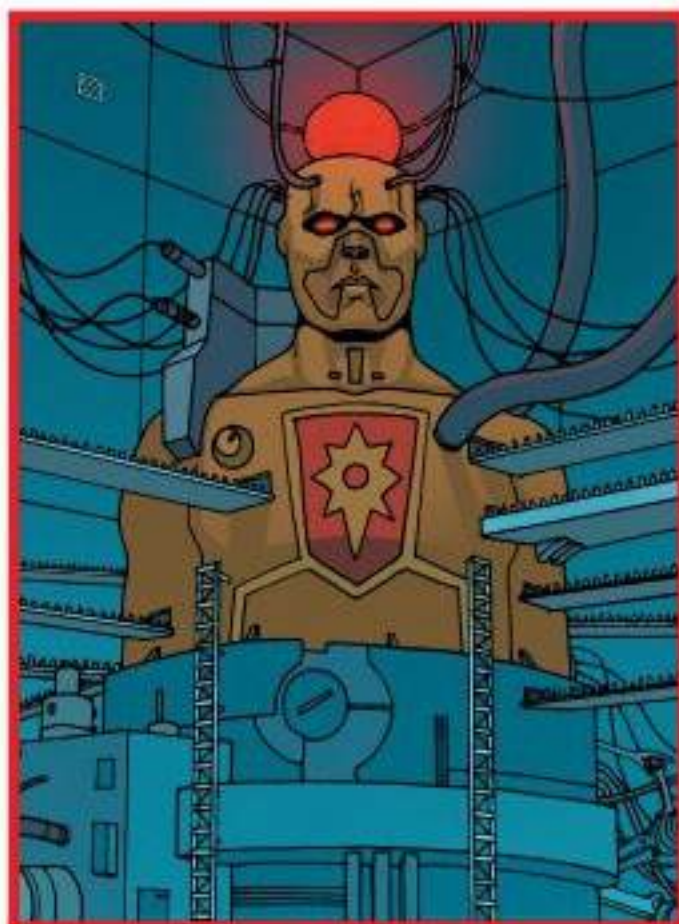
It is unclear whether the original psychiatrists or the robots so transformed things (as well as when the transformation occurred), but the Quadrant became a Matrioshka Brain, a bio-organic ecosystem of world spheres within world spheres maximizing the power output of the central sun at its center. Halfworld’s lower levels housed patients living out therapeutic fantasies, conducted via virtual immersion by the wardens, anthropomorphized animals designed to be friendly and reassuring to the patients. At the Matrioshka structure’s very heart were the highest security sections for the dangerously insane. Those levels had the greatest concentration of security guards, who were made to look like clowns to enhance the place’s cheerful, fun atmosphere, so as not to upset the dangerous inmates.

On Halfworld’s surface, the least dangerous patients formed a society venerating the mysterious “Firstcomers” and Gideon ship’s logbook as the Halfworld Bible, though none could decipher it. Over time the animals created their own society, with the major industry being making devices (“toys”) for the amusement of the patients (to whom they referred as Loonies), though the animals also were ignorant of Halfworld’s history. In recent decades, Rocket Raccoon achieved positions of Halfworld’s head ranger and the Keystone Quadrant’s guardian, keeping law and order and protecting the Loonies. A group of Loonies served as an inept police faction, the Keystone Quadrant Kops, though Rocket endeavored to keep them occupied with matters that could neither harm society nor the Kops themselves.



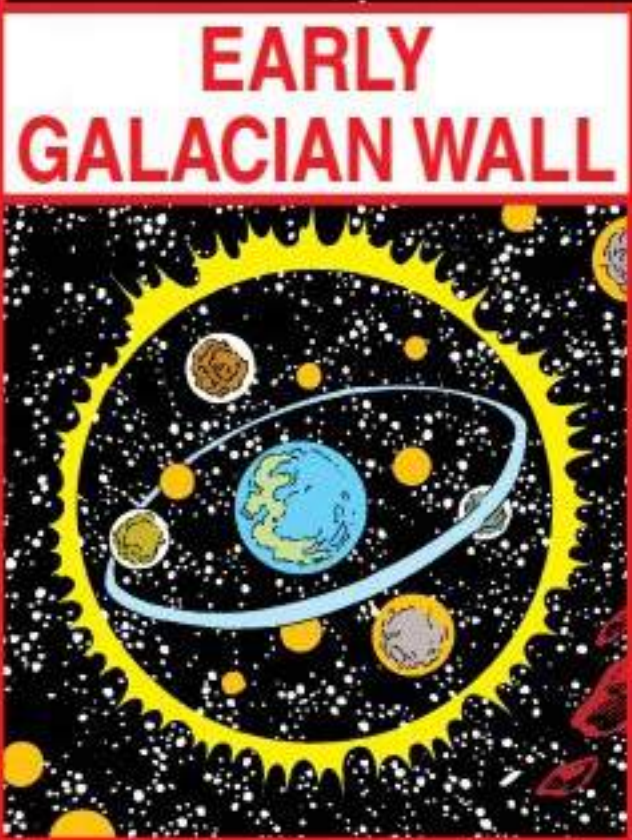
HALFWORLD BIBLE

Art by Mike Mignola



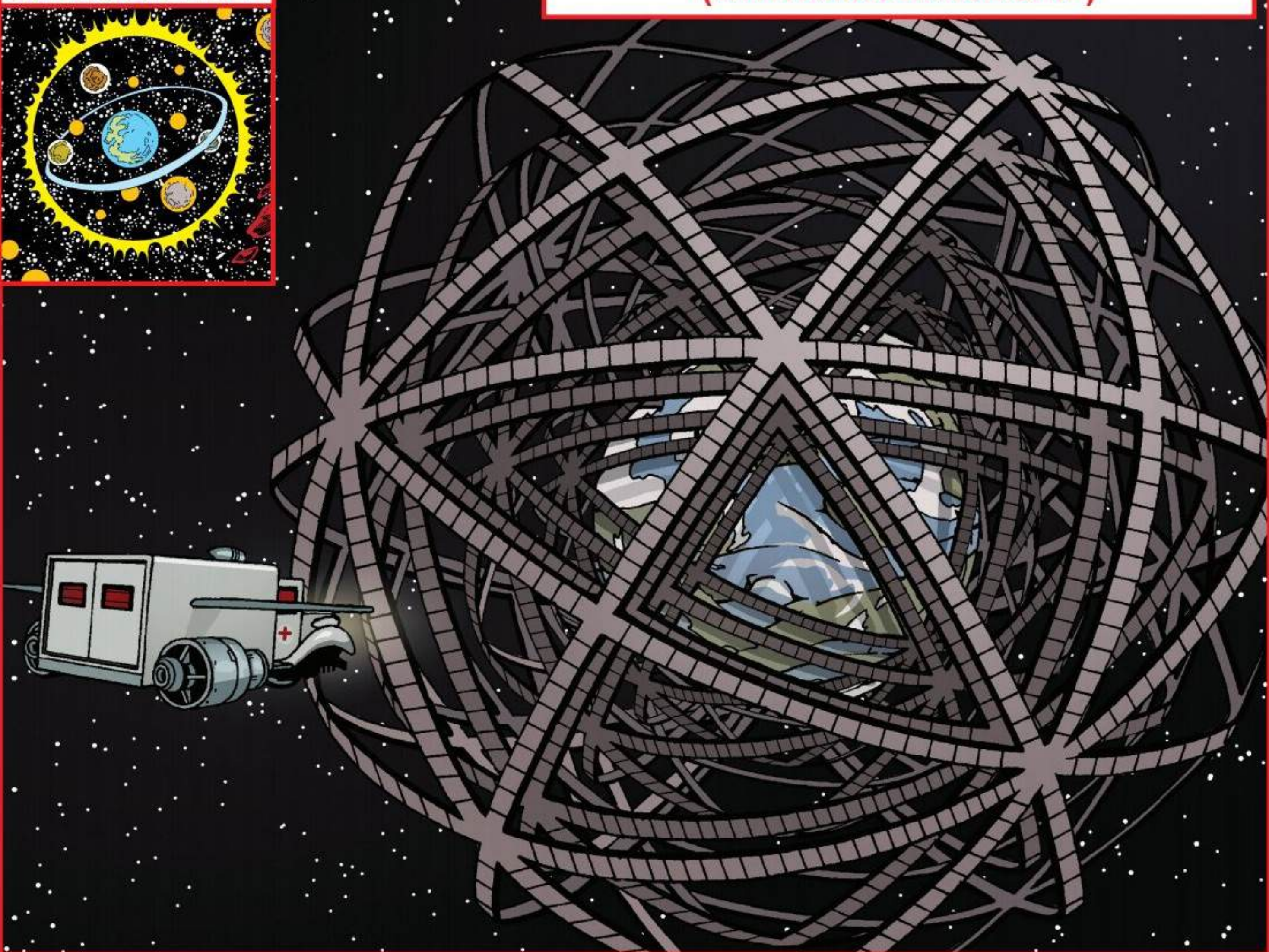
ROBOTS’ HUMANOID SHIP

Art by Timothy Green II



EARLY GALACIAN WALL

MODERN HALFWORLD/GALACIAN WALL (WITH AMBULANCE SHIP)



Via energies released during the Galaxy Master energy creature’s destruction, the Hulk (Bruce Banner) was transported to Halfworld and met Rocket Raccoon and his partner, Wal Russ. When Inter-Stel Mechanics head, mole Judson Jakes, had the mercenary Black Bunny Brigade led by Blackjack O’Hare) steal the Halfworld Bible and held hostage Jakes’ ward, the otter Lylla (Rocket’s girlfriend and Wal Russ’ alleged niece), Rocket enlisted the Hulk’s aid. They invaded Jake’s Spacewheel space station (allegedly at the Quadrant’s center), fought past “Killer Clowns” (apparently clown guards serving Jakes) and Drakillars (apparently bats radically mutated into space-worthy creatures, also serving Jakes), and rescued both the book and Lylla, but not before Jake’s chief scientist/toymaker, the tortoise Uncle Pyko, sent the Hulk back to Earth to prevent the Hulk’s presence from destroying the political status quo among the various Halfworld animal factions. Pyko also told the Hulk that the patients and humanity shared common ancestry with the Firstcomers, perhaps indicating the Firstcomers were part of one of the races claiming to be ancestors of all humanoid races throughout the universe, such as the Xorn.

Art by Timothy Green II with Mike Mignola (inset)

Art by Timothy Green II



The saurian Lord Dyvyne, head of Dyvynities, Inc., later took over the Spacewheel, forcing Jakes and Pyko to relocate and reorganize as Mayhem Mekaniks back on Halfworld's equator (where the industrial and verdant halves met). War subsequently broke out between Dyvyne and Jakes, each seeking a monopoly in the Loonies' entertainment industry. O'Hare sought to usurp power himself, but was forced to team with Rocket and his allies against Dyvyne and Jakes, who, in turn, united against their enemies. Meanwhile, however, Pyko fully deciphered the Halfworld Bible, and he led Rocket to bring the information to the robots, who used the Firstcomers' information to develop technological cures for some patients.

Art by Sal Buscema

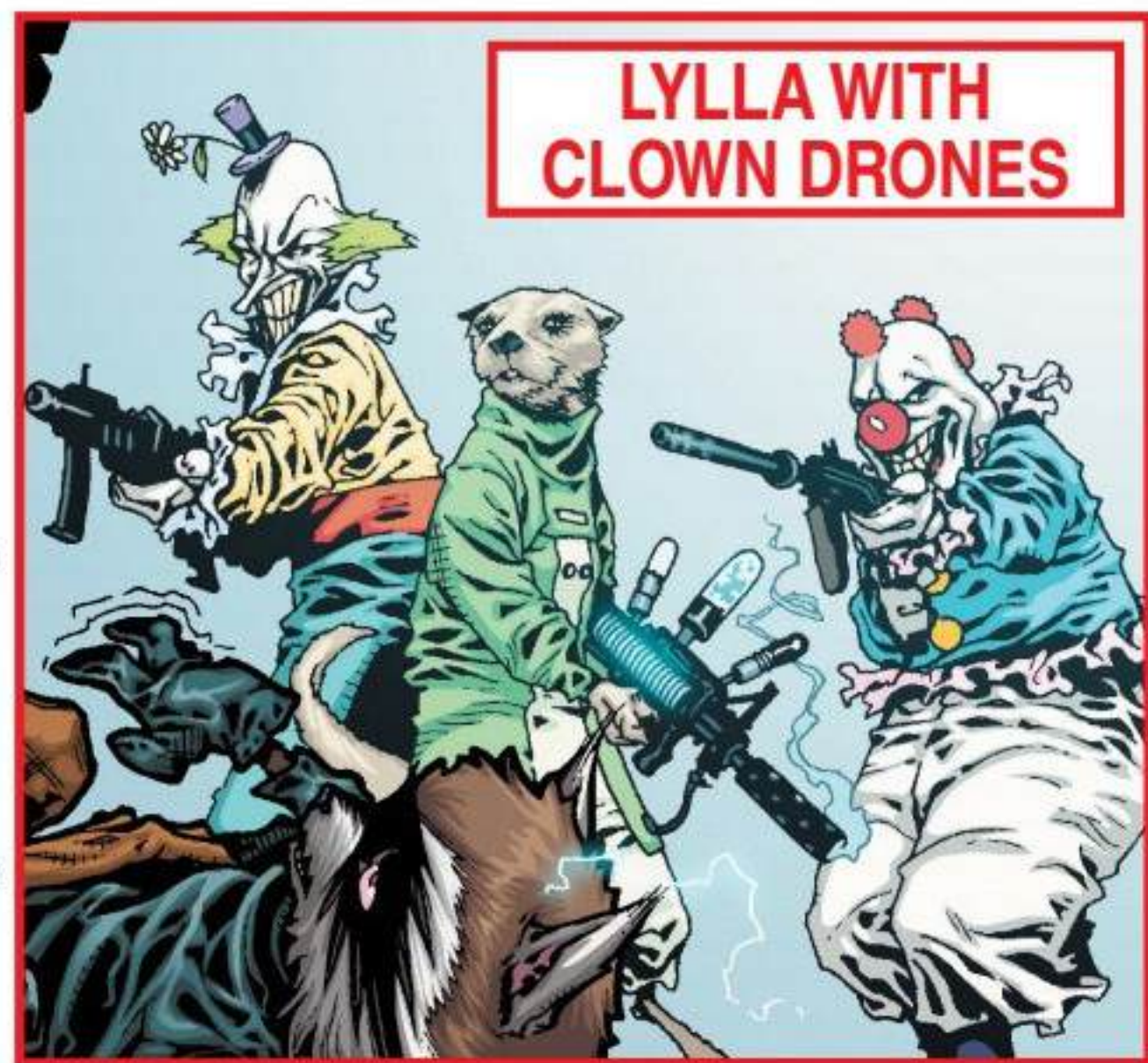


Now aware of their origins and Halfworld's true nature and extent, Rocket and many other animals took over the asylum system as wardens. Rocket became security chief, with Blackjack as his second-in-command, personally supervising the admissions of thousands of patients. Now representing the entire quadrant, Halfworld remained inviolate for years, until the admission of the alpha class psychic

Barry Bauman, aka Star Thief, whose mind had survived his physical death on Earth by jumping to a series of hosts. Resisting all attempts at therapy, Bauman overcame containment measures and possessed inmates and guards alike, causing riots and disruption during multiple escape attempts; Bauman even took over Dyvyne, who had become the beloved head of psychology. Seeing Bauman escaping and subsequently infecting the entire galaxy with madness as inevitable, Rocket drastically turned Halfworld's very bio-organic nature against Bauman: The animal wardens were biological components of the living prison; Halfworld was the lock, and Rocket turned the wardens into the key. Only the wardens' collective unique cellular patterns could combine to open the asylum's inner levels. Unless all were present and willing, Halfworld's lock could never be turned, and Bauman could never escape. To guarantee this, Rocket decided to throw away the key, leaving Halfworld forever. Before departing, Rocket redesigned a number of systems, including having the clown-class security drones made from bioreactive dendronic wood from

Planet X (home of a race of sentient trees) because it was best suited to Halfworld's living eco-security system. Relinquishing his badge to Blackjack, Rocket commanded the other wardens to wipe his mind via immersion therapy so he would not remember his life or his friends there, or be tempted to return.

Art by Timothy Green II



Judson Jakes subsequently became Blackjack's new number two security chief, while Lylla eventually married Blackjack O'Hare. In recent years, however, Bauman's madness had escaped into the bio-facility's nervous

system. Bauman possessed Jakes, who ran amok and jettisoned several clown drones before being subdued. Per Bauman's plan, the Clowns located and assaulted Rocket, who had retired to a peaceful mail service job for Timely, Inc. after participating in a series of cosmic adventures, some of them amongst the Star-Lord (Peter Quill)-led Guardians of the Galaxy. As intended, this led Rocket, with aid from a Timely Inc. Shipment Processing and Analysis Device, to reunite with Guardians teammate Groot (native to Planet X) and then return to Halfworld. As Rocket approached, Blackjack assumed Rocket's return indicated Rocket was under Bauman's control and tried to kill him. Transported to Halfworld via the Timely device, Rocket was subdued by Lylla and then, to reduce the madness that could result from suddenly recalling the harsh truth, he was injected with a cortical stimulator to gently awaken his dormant memories via a happy aspect of his past, couched in the reassuring terms of a children's tale. Rocket recalled his memories of his adventures, culminating in defeating his enemies, and leading Blackjack, Wal Russ, and Lylla to escape Halfworld along with the robots. Via an immersion couch, they then fully uploaded/restored Rocket's memories. Realizing Bauman had lured him back there so he could open the lock, Rocket questioned Jakes, whose head exploded upon seeing Rocket there. Rocket then investigated Bauman who revealed he virtually was the Halfworld asylum now, and he could unlock himself. Needing the wardens alive but pacified, Bauman incapacitated Rocket, Groot, Blackjack, and Wal Russ, and the Clowns brought them into an enviropotic bio-scape immersion environment, which kept the wardens entranced. Meanwhile, having enthralled all of Halfworld, Bauman began herding the inmates into the giant ark ship Halfworld's robots built, planning to use the ship as a body to escape the asylum, with the inmates as a living, bio-organic control system and/or a crew.



Art by Mike Mignola

However, Groot split off a cutting of himself, which slipped away and into the bio-scape, and then freed Rocket and Blackjack. Breaking into the control center, they accessed Bauman's files, and then Rocket confronted Bauman while posing as Mr. Binkey, the pet dog Bauman had cherished while possessing his first host on Earth, Tom Vocson. With Bauman sufficiently distracted, Blackjack suddenly reactivated the asylum's psychic dampeners, allowing the asylum's systems a chance to reboot automatically and re-sedate Bauman. The other wardens were awakened and released from their bio-scapes, while Bauman was replaced within his own immersion environment, in which he was a healthy child with his parents and Mr. Binkey. Declining an offer to return as co-chief of security, Rocket opted to continue to try to save the universe, whether it wanted it or not.



Art by Timothy Green II

NOTE: It is believed the Hulk visited the surface of Halfworld, as it existed prior to the animals discovering Halfworld's origins, and that Rocket's encounter with Star Thief represented the status quo after this discovery. Specific details of certain chronicles may represent the pleasant, "children's tale"-like versions, perhaps a result of the illusory experience of dwelling within the Asylum's fabricated reality. Most subject to question are the specific details of the "Toywar" between Judson Jakes and Lord Dyvyne (during which both seemingly perished). Uncle Pyko's status is as yet unrevealed.

MANTIS

REAL NAME: Unrevealed (surname presumably Brandt)
ALIASES: Celestial Madonna, Goddess of Life, "This One" (Mantis habitually refers to herself this way); formerly Mandy Celestine, Lorelei, Willow
IDENTITY: Secret
OCCUPATION: Mentat, counselor, adventurer; former barmaid
CITIZENSHIP: Vietnam
PLACE OF BIRTH: Hue, Vietnam
KNOWN RELATIVES: Sequoia (Celestial Messiah, "Quoi," son), Cotati Swordsman (husband, separated), Gustav Brandt (aka Lloyd Willoughby, Libra, father), Lua Nguyen Brandt (mother, deceased), Khruul (uncle, deceased)
GROUP AFFILIATION: Guardians of the Galaxy, Star-Lord (Peter Quill)'s unnamed squad, Avengers (inactive)
EDUCATION: Trained by Priests of Pama
FIRST APPEARANCE: Avengers #112 (1973)

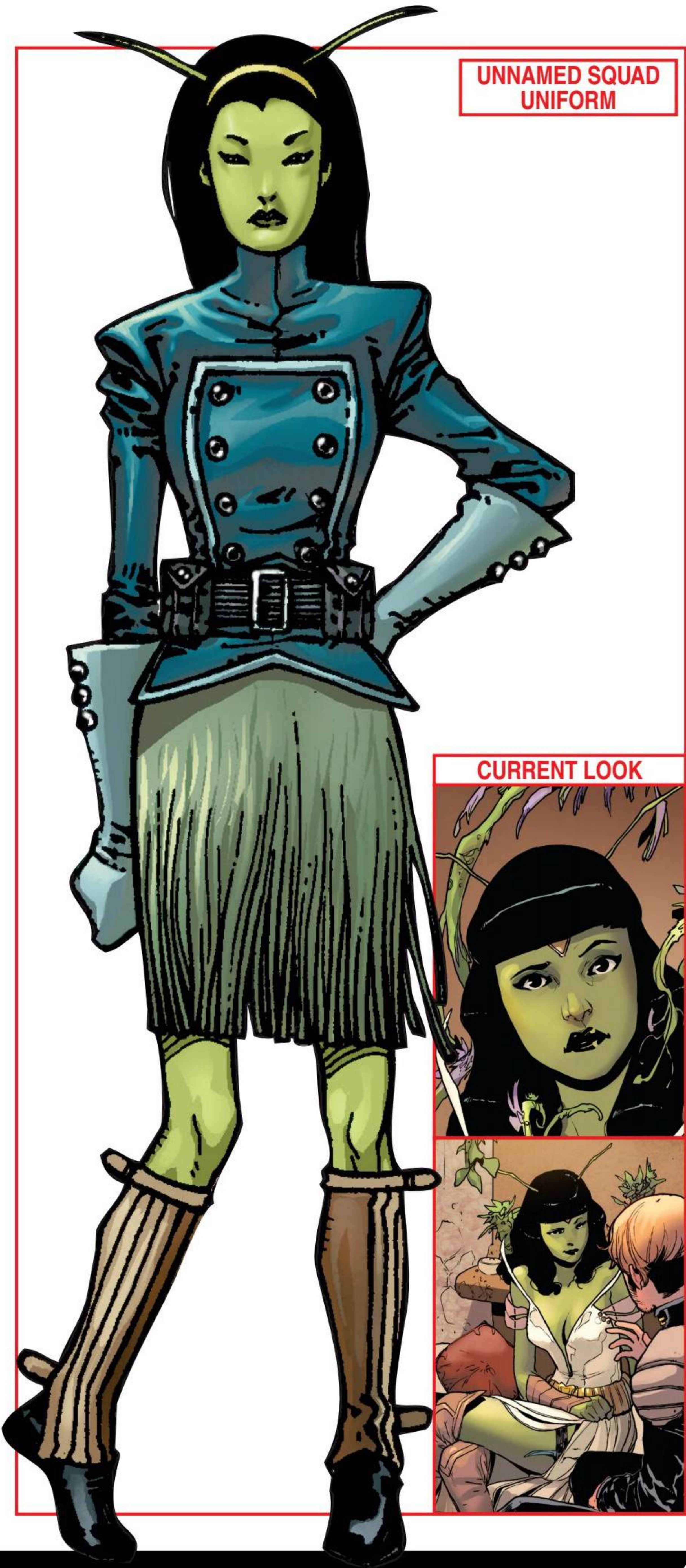
HISTORY: The enigmatic Mantis traces her roots back to the family of Vietnamese crimelord Monsieur Khruul. Disapproving of his sister Lua's marriage to German mercenary Gustav Brandt, Khruul hunted the couple across Indochina. The Brandts eluded him while Lua bore a child, but Khruul ultimately burned down their house, killing Lua and blinding Gustav, who fled with their infant daughter. They found sanctuary in the temple of the Priests of Pama, renegade pacifist members of the alien Kree race who were caretakers of the Cotati, a telepathic race of sentient plants. The Priests trained Gustav, granting him psychic sight, but separated him from his daughter, not wanting his violent nature to influence her development. Brandt eventually left the Temple, later joining the crime cartel Zodiac as Libra. Believing Mantis might grow to be the Celestial Madonna and mother the genetically perfect Celestial Messiah, the Priests of Pama worshipfully trained her in their martial arts, which she mastered, and gave her the name "Mantis," in recognition of her skill in defeating male opponents. They also taught her telepathic communication with the Cotati, which gave her empathic abilities. On Mantis' eighteenth birthday, the Priests removed her memories, implanted false memories of an orphaned life in Ho Chi Minh City, and sent her to experience life among normal humans. Meanwhile, the Shao-Lom monks of Saturn's moon Titan, whose teachings also stemmed from the pacifist Kree's beliefs, mentored another possible Celestial Madonna: Earth-born orphan Heather Douglas, later known as Moondragon, but her sheltered life denied her insight into human existence and made her a less-rounded candidate. Moondragon would eventually return to Earth, becoming involved with the Avengers.

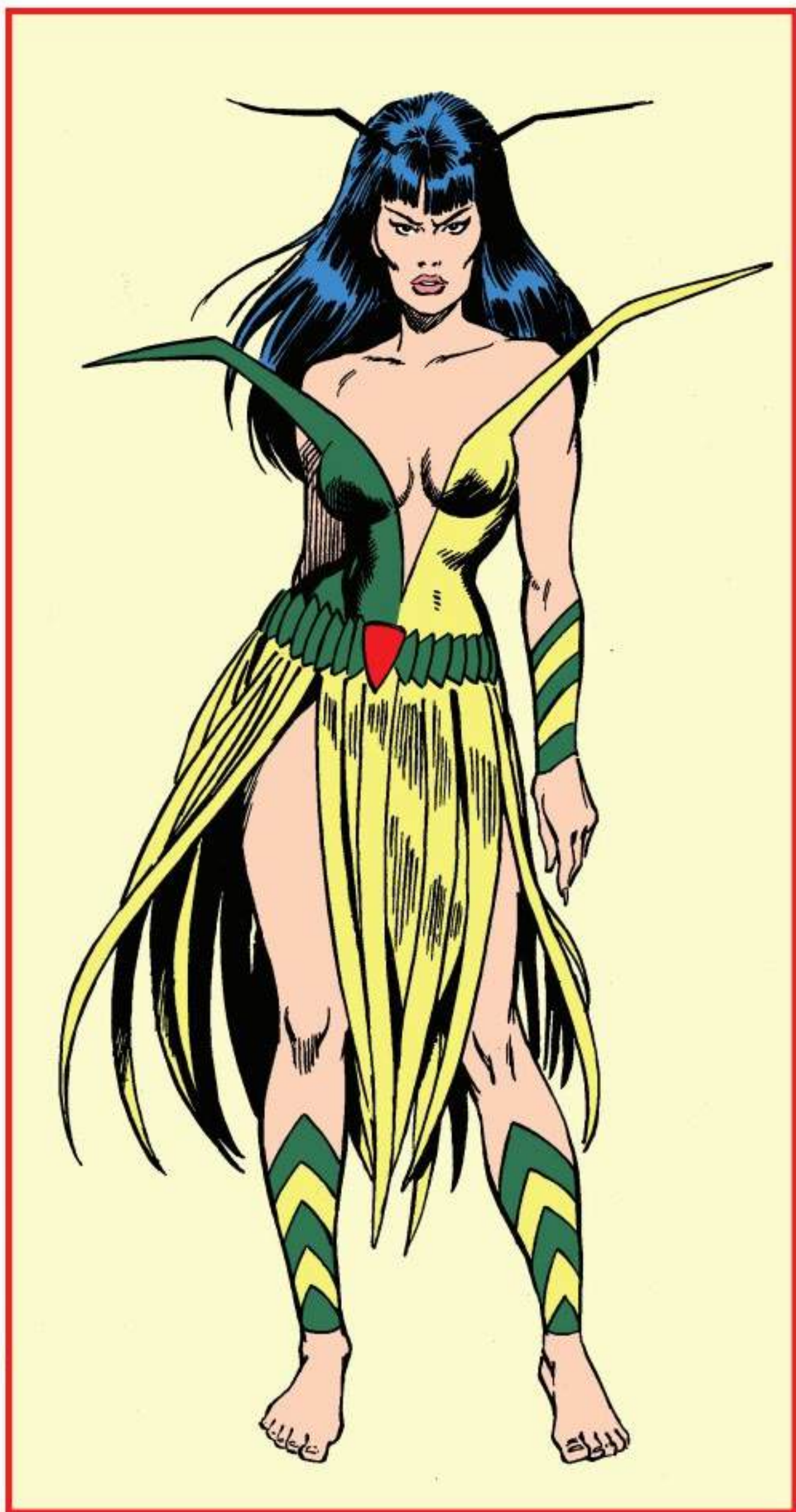
As a bar girl coincidentally employed by her unknowing uncle, Monsieur Khruul, Mantis met the Swordsman (Jacques Duquesne), an adventurer turned alcoholic mercenary working for Khruul. Sensing a spark of nobility in the Swordsman and seeking a better life, Mantis romanced and rehabilitated Duquesne, convincing him to return to America and rejoin the Avengers. She accompanied him, but had difficulty gaining the Avengers' trust after she pretended to side with their enemy the Lion God, single-handedly taking down both Thor Odinson and Captain America (Steve Rogers) as part of her successful plan to help the Avengers defeat him. Still, her abilities served the Avengers well; she aided the team during the Avengers-Defenders War masterminded by Loki Laufeyson and Dormammu, and against other foes such as the Collector (Taneleer Tivan), Klaw and Ultron. Her empathic abilities helped save the universe when she deduced how Captain Mar-Vell could defeat the Cosmic Cube-empowered Thanos, Death's would-be paramour.

Mantis gradually became disenchanted with the Swordsman and began a slow seduction of his android teammate Vision ("Victor Shade"), despite him being romantically involved with the Scarlet Witch (Wanda Maximoff), further damaging her standing with the Avengers. When the Avengers defeated the Zodiac cartel, Libra was captured and revealed to be Mantis' father. Libra told her portions of her history, though Mantis refused to believe him. Travelling to the Pama temple, Mantis found the Priests slain by her uncle, who was in turn slain by the Star-Stalker (Varanus), a mutant extraterrestrial whom the Priests had kept imprisoned. Mantis helped the Avengers destroy the alien. Though she still lacked her true memories, Mantis began doubting her beliefs. Knowing the Celestial Madonna to be among the Avengers and hoping to father the Celestial Messiah himself, the time traveler Kang the Conqueror attacked the team. Quickly defeated, he identified Mantis as the Celestial Madonna and tried to kill her so no one else could sire the Messiah, but the Swordsman leapt in the way and took the fatal blast himself. Mantis, guilt-ridden and grief-stricken, buried the Swordsman in the garden of the Priests of Pama. She tried to leave the Avengers, but they remained with her in her grief and helped her investigate her origins. Sightings of a ghostly green Swordsman were explained when Mantis learned that the Cotati Supreme Exemplar's spirit had reanimated the Swordsman's body; he confirmed that Mantis was the true Celestial Madonna. Kang's alternate future self Immortus, Libra and the Cotati soon revealed Mantis' full history to her, and she accepted her destiny as the Celestial Madonna (much to Moondragon's irritation). In

UNNAMED SQUAD
UNIFORM

CURRENT LOOK



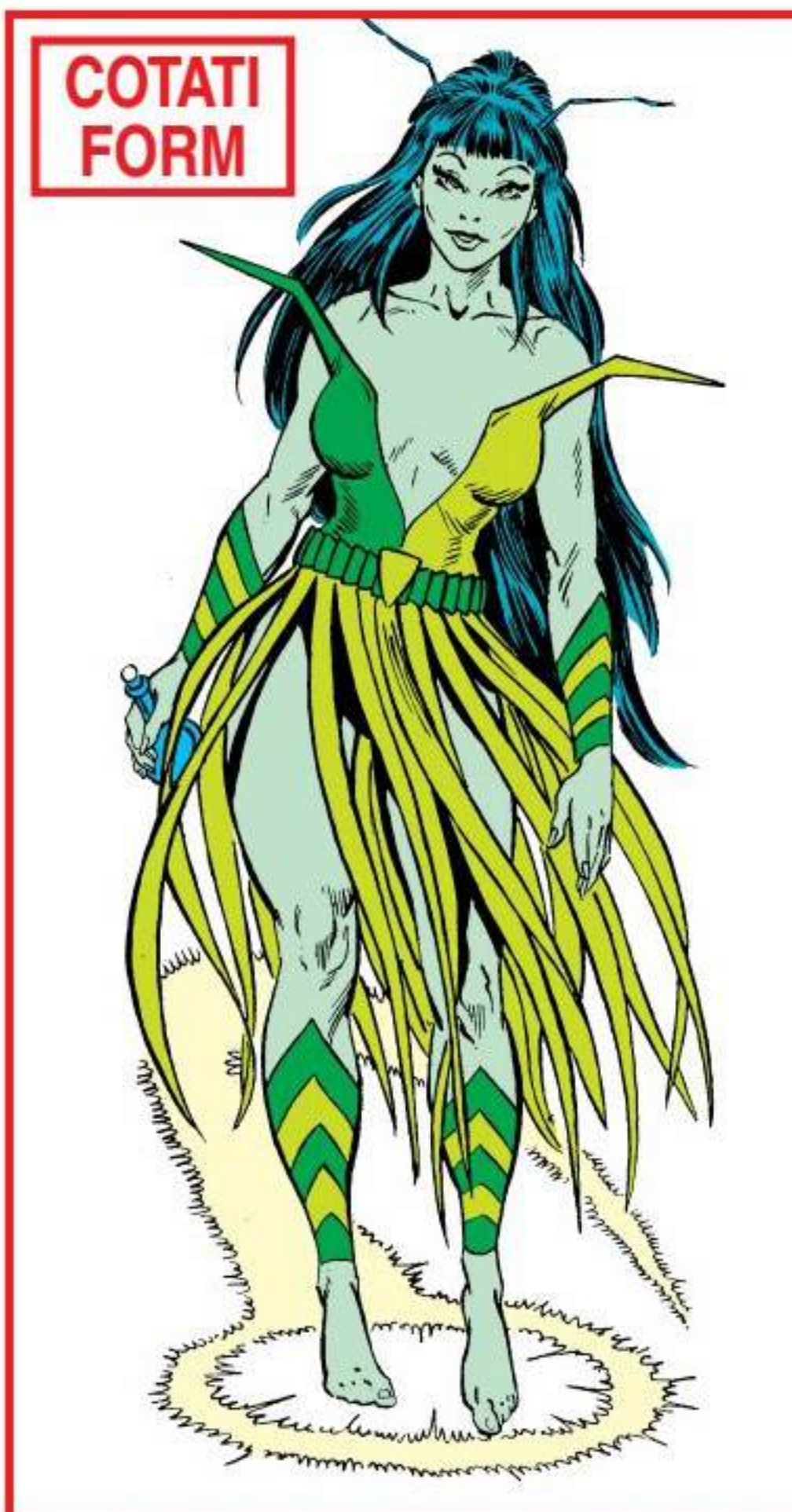


a ceremony conducted by Immortus, Mantis and the Supreme Exemplar wed (as did the Scarlet Witch and the Vision), after which the celestial couple transformed into energy and departed Earth. Before she left, the Avengers declared Mantis an official member of their ranks.

Merged with the Cotati's essence, Mantis gained Cotati physical and mental abilities in addition to her own, and began to evolve into "the essence of life," a change that physically manifested as a greenish hue in her skin. Conceiving the future Celestial Messiah, she then traveled outside Reality-616's universe, but

even in other universes she found herself pursued — on one alternate Earth she was aided by a league of justice-serving heroes against a mechanical construct that sought to prevent her child's birth. Eventually her son, Sequoia, was born, and Mantis tried to raise him as normally as possible in the town of Willimantic, Connecticut. Dark gods rose against her, trying to create an evil counterpart to her child, but she drew on the forces of life to support those who fought them and nothing eclipsed her efforts to raise Sequoia peacefully. When the fast-growing child reached an age where the Cotati race asked to parent him alone, Mantis again took to the stars, where she uncovered a plot by the Elders of the Universe to acquire the six known Infinity Gems and destroy Galactus. Fearing this would destroy reality, Mantis located the Silver Surfer (Norrin Radd) and traveled with him as he fought the Elders, bonding romantically with him. When the Gardener (Ord Zyonz) attacked her using the Soul Gem, she barely escaped and transferred her essence across space to Shalla-Bal, the Surfer's former beloved on his homeworld of Zenn-La. The Elders subsequently captured both women and tried to destroy them, but Mantis sacrificed herself, allowing the Surfer to rescue Shalla-Bal.

The power of the Elders' Infinity Gems proved too much for Mantis, who could not fully reconstruct herself, and fragments of her essence formed several "shadow" Mantises, each unaware of the others and believing themselves to be the true Mantis. One shadow form awoke on Earth as an amnesiac, green-skinned but otherwise lacking her Cotati-derived powers. Seeking help, she aided the Avengers against the Voice (Jason Cragg) and the High Evolutionary (Herbert Wyndham), and they in turn aided her in regaining her memories. The Fantastic Four then helped her try to return to her son, but Kang and the evil sorcerer Necrodamus interfered; after foiling them, Mantis returned to the stars as pure energy. The Silver Surfer encountered a shadow Mantis on Verdant, a plant world threatened by Galactus, and this Mantis aided the Surfer, the Fantastic Four and the Avengers in defeating Galactus (Galan) and saving the Shi'ar homeworld. Eventually, most of these shadow Mantises ceased to exist, fading even from the memories of those they encountered. During the Immortus-guided conspiracy known as "The Crossing," the Avengers fought a Mantis seemingly allied with Kang and seeking vengeance upon the Avengers for abandoning her, but this Mantis was ultimately revealed to be a shape-shifting Space Phantom from Limbo, with no relation to either the true Mantis or her "shadows." Over time, the true Mantis began to recover as her scattered essence coalesced on Earth into five forms, each reflecting an aspect of her personality: mother, lover, freak, mystic and Avenger. Thanos, disturbed by the emergence of the Celestial Messiah and



the Celestial Madonna as supposed deities of life, began killing fragmentary Mantises, unknowingly hastening the re-formation of the true Mantis, who was reborn as "the goddess of life." Fully restored, she teamed with the Avengers and Haywire of Earth-712's Squadron Supreme to seek out Sequoia and defend him from Thanos, ultimately fighting beside Thanos to neutralize the reality-devouring Rot (though Thanos later said it was one of his Thanosi "clones" who encountered Mantis, not himself). Mantis offered guidance to young Avengers recruit Silverclaw, another potential goddess, and to her own son, "Quoi," who had become bitter and rebellious during Mantis' absence; he ultimately came to accept his mother and his own role as the Celestial Messiah. Quoi then departed to seek his own destiny beside the saurian pirate Raptra, with whom he had become romantically involved. During the Thanos conflict, Mantis and Vision (now long-separated from the Scarlet Witch) finally became lovers, but the Vision decided his mechanical nature made him ill-suited for a relationship with the maternal Mantis because their union could not produce children, and he broke off their romance. Mantis apparently returned to Earth and was among the Avengers who faced a deranged Scarlet Witch, but it is unclear if this was Mantis or one of the many doppelgangers created by the Witch during that incident; Mantis returned to space soon thereafter.

Armed with precognitive flashes telling her that the Ultron-controlled techno-organic Phalanx were preparing to isolate and conquer the Kree Empire, Mantis went to the Kree and had herself arrested, there to await the formation of Star-Lord (Peter Quill)'s unnamed anti-Phalanx task force. Dismissed by the Kree as a lunatic with delusions of grandeur, she had herself placed onto the team by telling the Kree about their own anti-Phalanx plans before they told her. With Bug, Captain Universe (Gabriel Vargas), Deathcry, Groot and Rocket Raccoon, she and Star-Lord covertly invaded the Kree capital planet of Hala, seeking the Phalanx production facility there. Using her advanced senses and precognitive knowledge, Mantis learned that the Phalanx were using nanoviruses to infect the population, and despite the loss of Deathcry, the team developed a cure and escaped with it to the Kree fringe-world, Alon-Gim.

The survivors soon returned to Hala, where Mantis coordinated a complex plan that involved Gabriel Vargas' death at the hands of a Phalanx-controlled despotic Blastaar, Star-Lord's capture and torture at the Phalanx' hands, Mantis' own pyrokinetic sacrifice of Groot, and ultimately her own foreseen death at Ultron's hand, all in order to bring down the Babel Spire, which Ultron had used to control the Phalanx. This ultimately allowed Quasar (Phyla-Vell) and her allies to destroy Ultron, but despite Mantis' predictions of her and Groot's deaths, they both survived their seemingly fatal injuries and gradually recovered. Following Ultron's defeat, Star-Lord decided to organize his allies Drax, Gamora, Quasar, Rocket Raccoon and Adam Warlock into a coordinated team, soon named the Guardians of the Galaxy. When some of them resisted joining, Star-Lord

convinced Mantis to aid him by secretly using her mental powers to influence the doubters to enlist. She then joined the team in a support role, providing mentat services and counseling, and working to balance the group's disparate and disruptive personalities. With the still-recovering Groot, Mantis moved into the team's headquarters in Knowhere, a crossroads housed in the severed head of a Celestial and floating in an interdimensional nexus at the Rip, the outer edge of time-space. There, she counseled the team's first recruit, time-lost Major Victory (Vance Astro) of Earth-691 or a similar reality, battled Reality-80923's Starhawk in Victory's defense, and fought to keep the group together in the face of a Skrull infiltration and vastly differing views as to what the team's role should be.

Most of the group parted company on bad terms after learning how Star-Lord and Mantis had mentally manipulated them, but Rocket Raccoon organized a new roster that included himself, Major Victory, Bug and the now field-active Mantis & Groot, driving attacking Badoon from Benthus Colony and rescuing Star-Lord (who soon rejoined the team alongside new recruit Jack Flag) from Blastaar in the Negative Zone. Around the same time, composite warrior Unum, a pawn of the cosmic being Enmity, targeted Mantis, Gamora, Quasar, Skrull warriors Jazinda and Lyja, and Earth's Lady Liberators for destruction. Lacking any personal feelings of enmity, Mantis was able to confront Enmity within Unum's consciousness, allowing She-Hulk (Jennifer Walters) to defeat Unum. Alternate-reality incarnations of Starhawk had been targeting the Guardians in the mistaken belief that the team in general or Major Victory in particular were somehow responsible for an imminent reality-disrupting breach in the fabric of time and space later dubbed the Fault, which was actually ultimately created by a huge bomb detonated during a war between the Kree and Shi'ar empires. Aided by allies including alternate-universe incarnations of Starhawk, other realities' Guardians of the Galaxy and Mantis' old foe Kang (who now seemed on curiously cordial terms with Mantis), a time-lost squad of Reality-616 Guardians including Mantis embarked on a reality-traversing quest to prevent the emergence of the Magus (a corrupted Adam Warlock), a cosmic tyrant who threatened to dominate all future timelines as a result of the 616-Guardians' manipulations of the Fault. Aided by Kang and the Starhawks, the time-lost 616-Guardians returned to Reality-616's modern era, where half the group including Mantis seemingly died preventing the Fault's expansion

and defeating the newly manifested Magus; however, Magus had actually mystically faked the deaths of himself, Mantis and the others so he could go into hiding and build his strength while secretly running his fanatical Universal Church of Truth (UCT). He tried to convert the captive Mantis and the other supposedly slain Guardians into UCT believers via torture and brainwashing, but they resisted his efforts and eventually escaped, rejoining their fellow Guardians, whose ranks now included Mantis' former rival Moondragon. Mantis' late foe Thanos, unwillingly resurrected by Warlock, also escaped UCT custody during the Guardians' liberation and went on a mad killing spree ended by the Guardians, though not before he killed Phyla-Vell.

The Guardians and various others, including uneasy ally Thanos, later joined forces to save Reality-616 from invasion by the forces of an alternate universe (Reality-10011) dubbed the "Cancerverse," in which death had been eliminated and that universe's undying inhabitants had transformed into often-monstrous servants of their dark gods, the Many Angled

Ones. Over the course of this conflict, Magus, Drax, Star-Lord and various other allies were all apparently slain, and the demoralized remaining Guardians disbanded after this costly victory. Apparently seeking a quieter life, Mantis returned to Earth and applied unsuccessfully to work as a nanny for Luke Cage and Jessica Jones at Avengers Mansion. She then settled into a serene civilian life on the planet Rigel-7. Mantis was not interested in rejoining the Guardians when Star-Lord resurfaced and reorganized the group, but she did help Quill escape pursuing Spartaxian troops when he came to Rigel-7 seeking her counsel, mentally disoriented by his growing awareness of recent space-time disruptions caused by the repeated abuse of time travel by Earth's heroes. Mantis reluctantly advised Quill to consult Thanos, who confirmed the space-time disruptions sensed by Quill and Mantis.



Art by Daniel Acuña

HEIGHT: 5'6"
WEIGHT: 115 lbs.

EYES: Green
HAIR: Black

ABILITIES/ACCESSORIES: Through training with the Priests of Pama, Mantis attained "complete control" over her body, achieving peak human agility, the ability to accelerate her recuperative powers through force of will, and an empathic nature enabling her to communicate telepathically with the Cotati and sense the emotions of others as psychic vibrations. She can also manipulate her own autonomic nervous system, including her heart and respiratory rate, as well as control of functions such as blood flow/hemorrhage. Her mastery of the Priests' martial arts, which focus on manipulation of nerve endings and pressure points, has enabled her to knock out beings as powerful as Thor. Mantis has two slim antennae growing from her head; their function is unrevealed.

The powers Mantis gained through merging with the Cotati enable her to communicate telepathically with both animal and plant life (she calls this ability "biopathy"), survive in space in a physically solid "energy" form, and transfer herself (and her son) from plant life to plant life across interstellar distances or interdimensionally, creating new bodies from the plant life where she arrives. Her telesensual abilities allow her to transmit and receive telepathic impressions that can affect all of the receiver's senses. Her mind, a human/plant hybrid, is largely immune to mental or metaphysical assault, and her physical durability is greatly enhanced. Since her rebirth, she can fire powerful pyrokinetic energy blasts, form energy fields, communicate directly with cosmic beings such as Eternity and Death, and completely control her personal energies as well as her physical form. She

can achieve a meditative state in which she is largely immune to physical, mental or spiritual harm. She also seems to have limited powers of flight, though it appears these function only in the vacuum of space (possibly only in her solid "energy" form). Mantis possesses limited and partially uncontrolled precognitive abilities, on occasion receiving flashes of future events. Combined with her meditative nature, this allows her to view and plan for unpleasant events with a mentat-like impassivity and ruthlessness that others find unnerving. Unpredicted deaths can overwhelm her empathic nature, and it is in moments of peace after unexpected disasters that her emotions are often released. Since her marriage to the Supreme Exemplar, she has pale green skin but can change her color at will.



**YELLOW BAR INDICATES INTER-SPACE TRAVEL
VIA PLANT BODY TRANSFERENCE
GREEN BAR INDICATES REBIRTH IN NEW PLANT BODY UPON DEATH**

HISTORY: The Phalanx are techno-organic beings created when the extraterrestrial Technarchs infect organic species with a technomorphic transmode virus; infected individuals instinctively convert others, spreading the infection until their numbers reach critical mass, at which point the virus activates a racial drive to create a “Babel Spire” to summon the Technarchs. Viewing uncontrolled Phalanx as abominations, the Technarchs typically destroy infected worlds.

When a strain of Phalanx identified as 264 Theta came to Earth and infected a number of humans, they were driven away by mad geneticist Mr. Sinister (Nathaniel Essex), who separated one unidentified infected police officer from the hive mind for experimentation, ultimately leaving it in a storage unit for years until Sinister deemed the storage unit to be exhausted material and destroyed it; Sinister was unaware an inert portion of the Phalanx remained buried until contact with an earthworm revived it, enabling it to gradually rebuild itself. When the mutant Technarch Warlock fled to Earth from his homeworld Kvch, he was pursued by his father, the Magus. Most beings infected with the transmode virus by Magus were fully drained of life energy, slaying them and preventing them becoming Phalanx, but he permitted the demon S'ym to survive and spread the transmode virus through the extradimensional realm limbo (aka Otherplace), before Warlock's allies, the New Mutants, defeated Magus. Perhaps because of their demonic nature, S'ym's converts never exhibited Phalanx group behavior, and have apparently since been magically restored to organic form. Warlock avoided infecting sentient beings, but frequently bonded with his friend Cypher (Doug Ramsey), until Cypher was slain by the Ani-Mator (Frederick Animus). Soon afterwards, the cyborg Cameron Hodge seemingly killed Warlock while seeking to transfer the transmode virus to himself. After the Genoshan government extracted the virus from Warlock's remains and sold it worldwide, anti-mutant bigot Steven Lang was infected and in turn created other Phalanx to help him eliminate Earth's mutants and thus reaffirm humanity's position as Earth's preeminent race. Inherently unstable, Lang's first Phalanx were defeated by the X-Men. Lang created further Phalanx from the brain engrams of deceased X-Men associates, including Candy Southern, and resurrected Warlock, infecting him with Phalanx cells and overriding his mind with brain patterns and DNA of Cypher to create a translator; Warlock believed himself to be Doug. Lang also recruited human volunteers willing to give up their own humanity in order to see mutantkind restricted, chief among them Hodge and Missouri businessman Jonathan Mauro Camden (later Harvest). Hodge used Southern to attack the X-Men in Colorado, but she rebelled and destroyed herself. An attempt to capture the X-Men's associate Yukio led to the Phalanx's first serious confrontation with the X-Men. Eventually Lang learned that the Phalanx's ultimate goal would destroy all human life on Earth in favor of itself; to prevent this, Lang plotted to sabotage the Phalanx and use its powers for his own goals.

Meanwhile “Doug” was covertly contacted by Zero (a 38th century android reprogrammed by Cable/Nathan Summers' clone, Stryfe), and lured away from the Phalanx nest. Zero woke “Doug's” human conscience, and he fled the Phalanx to join former X-Men in Excalibur as Douglock. Hoping to learn why mutants seemed immune to Phalanx conversion, Lang sent a team to infiltrate the X-Men's mansion disguised as X-Men. They absorbed much of the X-Men's computerized database, including the location of several new mutants detected by Cerebro, before Banshee (Sean Cassidy) helped repel them; several Phalanx next attacked Muir Island, where more data on mutants was stored, driving off the X-Men defending the island; however Cable, Wolverine (Logan/James Howlett), Cyclops (Scott Summers) and Jean Grey activated Muir Island's self-destruct, destroying the invaders. Using the stolen Cerebro data, Harvest kidnapped several young mutants for study: M (Nicole & Claudette St. Croix in the combined form of their older sister, Monet), Paige Guthrie, Angelo Espinosa and Clarice Ferguson. However, they escaped, joined forces with the X-Men who had come to their rescue, and Clarice fragmentarily teleported both herself and Harvest, apparently

KNOWN MEMBERS: Formerly Brick, Douglock (Warlock), Dymphna, Egon, Harvest (Jonathan Mauro Camden), Cameron Hodge, Steven Lang, Larissa, Nkotha, Oralis (“Pure”), Shinar, Candy Southern, others; **Infected Otherplace demons:** Formerly N'astirh, S'ym, others; **Select:** Formerly Daystar, Drax, Gamora, Korath the Pursuer, Nova (Richard Rider), Ronan, Shatterax, Xemnu the Titan, others

BASE OF OPERATIONS: Babel Spire on planet Hala, Pama system, Greater Magellanic Cloud Galaxy; formerly “womb” on slopes of Mt. Everest, Babel Spire in Italian Alps, abandoned military vessel in San Diego Bay, Otherplace (limbo), myriad others on Earth and in outer space

FIRST APPEARANCE: (Infected Otherplace demons) New Mutants #50 (1987); (Prototypes) Uncanny X-Men #305 (1993); (Earth Phalanx) Uncanny X-Men #306 (1993); (“Pure”) Starjammers #4 (1996); (Select) Annihilation: Conquest #1 (2007)

TRAITS: The Phalanx are techno-organic beings that absorb energy and mass from living beings, simultaneously converting those absorbed into more Phalanx. They can change their shapes at will, and while Phalanx have individual minds, they frequently meld into one hive mind by means of an artificial psionic communications link; they also have a mild telepathic link to their “creator” and to those they infect. Earth Phalanx were incapable of infecting or absorbing mutants. Under Ultron, some Phalanx were allowed to retain partial free will as the warrior-like Select, in an attempt to bring better insights and responses to the challenges they faced.

HEIGHT: Variable
EYES: Variable

WEIGHT: Variable
SKIN: Variable



Art by Ken Lashley



slaying them both. The Phalanx's genetic imperative activated, and they began constructing a Babel Spire in the Italian Alps. Douglock led several X-Men associates to the Spire, and while others assaulted the Phalanx-infested town below, Douglock, Cannonball (Sam Guthrie) and Wolfsbane (Rahne Sinclair) demolished the Spire; their genetic imperative thwarted, the Phalanx viruses in the area dissipated, freeing those who were infected there. Next the X-Men assaulted the Phalanx's primary womb on Mt. Everest's slopes. Putting his sabotage plans into motion, Lang prevented the execution of captured

X-Men, helped the telepath Psylocke (Betsy Braddock) feign assimilation, and diverted Cameron Hodge's attentions away from more approaching X-Men. When the X-Man Lucas Bishop began draining the base's energy into himself, Hodge withdrew all external transmode energy back into the Himalayas to sustain the base, thus eliminating all the world's Phalanx save those on Mt. Everest, as Lang had hoped. Lang then caused the womb's collapse, hoping to kill both the X-Men and his fellow Phalanx, but the X-Men escaped while Lang perished with his fellow Phalanx in the collapse, though he and other anti-mutant humans would much later be revived via transmode virus by robotic X-Men foe Bastion. Earth's only remaining Phalanx was Douglock, his own Phalanx tendencies apparently expunged, though elements of the original virus remained in the hands of a few scientists. Eventually Douglock regained his true identity as Warlock, though his Technarch genes retained Phalanx and human traits. Warlock then began a mission to purge the last of the Phalanx transmode virus from Earth to prevent another Babel Spire.

Sometime later in deep space, the Phalanx, also referring to themselves as the Phalanx Dominion, infiltrated the Shi'ar Empire as the "Pure," killing thousands in their quest to consume the universe before the X-Men fought them on the Shi'ar throneworld and separated techno-organic elements from organic with a specially designed virus, killing most of the infected. The survivors fled, eventually finding another world to regroup on and infect. When they joined together to form a Babel Spire they summoned the Technarch Magus, who absorbed the Phalanx's energies and destroyed the planet in the process. On Earth the cyborg Mainspring, trying to create a new techno-mechanical life-form using (amongst other things) Phalanx cells, accidentally created a new Babel Spire on Earth; Magus picked up its signal before Warlock destroyed it, and headed for Earth. Arriving, Magus discovered the "contaminated" Warlock and tried to destroy him, but instead, Warlock, aided by mutant transmuter Hope (Esperanza Ling), transformed Magus into a "contaminated" human/Phalanx/Technarch hybrid like Warlock, forcing the horrified Magus to flee Earth. Warlock subsequently left Earth to return home.

Driven off Earth after a battle with the Avengers, the robot Ultron's consciousness was picked up by a Babel Spire outside the Kree Empire's borders. Resisting submersion into the Phalanx groupmind, Ultron became

dominant, forcibly reshaped these Phalanx into his image and diverted them from Babel Spire construction to conquest. The Phalanx covertly razed isolated Kree colonies, absorbing the inhabitants into their collective as lower level Phalanx (with "expendables" processed further into food), while making certain individuals into the more independent Select. Learning the human geneticist High Evolutionary (Herbert Wyndham)'s plans to create a Kree Master race, Ultron began

Art by Tom Raney

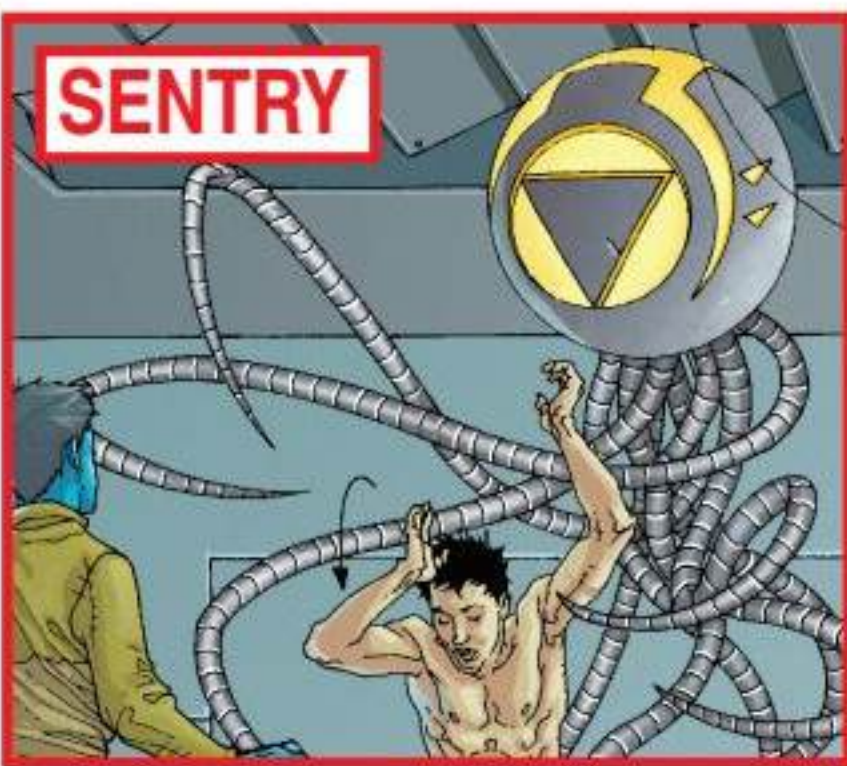


searching for him, intending to exploit the Evolutionary's creations as vessels for merging mechanically perfect Phalanx with genetically perfect organics to create the perfect organic/machine fusion. Galadorian Spaceknights were secretly converted, and when the Kree gave the Spaceknights access to their empire's defensive warnets on the Kree homeworld Hala, the Phalanx invaded, swiftly merging several hundred Kree Sentries into a massive Babel Spire which phased the Kree Empire out of sync with regular space, isolating it from the rest of the universe. Within hours the Empire was conquered, with all machines and cyborgs infected with the transmode virus, and the rest being slowly absorbed into their collective, leaving only a few rebel groups free to fight them. The Phalanx began experimenting with ways to more effectively bring other races into their hivemind, creating a reproduction factory using nanotech viruses and the captive Kree population as the incubators, but the factory was shut down by Peter Quill (aka Star-Lord) and his unnamed squad before it went online. The Phalanx also attempted to reanimate the Kree Supreme Intelligence's corpse to use its psychic echo to force all remaining free Kree to willingly join the collective, but the Nameless Kree Wraith (formerly Zak-Del) used his soul-feeding parasitic Exolon swarm to take the SI's remaining power, amplifying the Exolon's fear-broadcasting abilities to slay every Phalanx within range. Wraith and his ally, resistance leader Ra-Venn, then joined with Kree Supreme Ruler Ronan and his allies Super-Skrull (Kl'r't) and the robotic Praxagora to retrieve a hidden platoon of uninfected Kree Sentries to free Hala of Phalanx invaders by cleansing it of all life.

Meanwhile Nova Prime (Richard Rider) and the Xandarian Worldmind computer system were almost destroyed attempting to breach the barrier to warn the races outside of the Phalanx threat. Select assassin Gamora transformed Nova into a Select, but the Worldmind held Nova's transmode virus in remission, freeing him, and he escaped through the barrier. Nova eventually found the Technarchy's long-lost homeworld, Kvch, and enlisted Warlock and his student Tyro's help against the Phalanx. Back in the occupied Kree Empire, Quill's crew destroyed the Spire. Meanwhile, the Phalanx forced the captured High Evolutionary to merge Ultron's essence with that of the recently reborn, genetically perfect human Adam Warlock to create the first of the perfect fusions of organic and machine, but Ultron was driven out of that form by the Technarch Warlock. Ultron then took control of the Kree Sentries activated by Ronan to reform himself into a gigantic robotic form, but Wraith's Exolon swarm trapped Ultron's consciousness in that body long enough for Quasar (Phyla-Vell) to destroy it. The remaining Phalanx were shocked into dormancy, allowing Wraith and Technarchs Warlock and Tyro to cleanse all those infected with the virus. On Earth, the Phalanx separated from the 264 Theta strain by Sinister, desperate to rejoin the hive mind, absorbed a town's population but was horrified to discover Sinister's experimentations left it unable to create more Phalanx. After turning itself into a Babel Spire, the Phalanx learned the 264 Theta was now extinct. Deeply distraught, it allowed the X-Men to destroy itself.



Art by Kyle Hotz & Sean Chen



Art by Timothy Green II



Art by Tom Raney

ROCKET RACCOON

HISTORY: Rocket Raccoon is a native of the Keystone Quadrant's Halfworld, an artificially created Matrioshka Brain, a bio-organic ecosystem sealed off from the outside universe within a force field, the Galacian Wall. The largest asylum for the criminally insane in known space, Halfworld was constructed around 300 years ago by an unidentified humanoid race. As part of its therapy program, the wardens were created to resemble anthropomorphized, cute versions of Earthly animals to be friendly and reassuring to the patients, while the security guards were artificial constructs resembling clowns, designed to engender a cheerful atmosphere, keeping the most dangerous inmates happy. Many patients were actually confined within virtual reality immersions. On the surface, amongst the least dangerous patients, Rocket and his fellow animals knew it was their duty to look after the people, whom they called the Loonies, but the animals were initially unaware of their true roles and history. Halfworld's surface was divided into two, half industrialized and manned by robots that

created technology for the animals, and half a verdant paradise where Rocket and his fellows lived with the Loonies. Over time the animals created their own society, with the major industry being toymaking for the Loonies' amusements. Rival companies arose, with the saurian Lord Dyvyne's Dyvynities, Inc. challenging Inter-Stel Mechanics (later Mayhem Mekaniks), run by the mole Judson Jakes.

Known as the fastest gun in the Quadrant and traveling Halfworld in his spaceship, the Rakk 'n' Ruin, Rocket and his partner, Wal Russ, safeguarded his fellow animals, and Rocket romanced Lylla (alleged niece of Wal Russ and rightful heir of Inter-Stel Mechanics/Mayhem Mekaniks). In recent years, energies released during the energy creature Galaxy Master's destruction transported the Hulk (Bruce Banner) to Halfworld. Rocket and Wal Russ enlisted Hulk's aid battling Jakes and his mercenary allies, Blackjack O'Hare's Black Bunny Brigade; but Jake's chief scientist/toymaker, the tortoise Uncle Pyko, sent the Hulk back to Earth to prevent the Hulk from upsetting Halfworld's status quo. Soon after, war erupted between Dyvyne's and Jakes' companies. Now working for Dyvyne, Blackjack attempted to usurp power himself, prompting both Dyvyne and Jakes to send agents to slay Blackjack, forcing Blackjack to ally with Rocket for mutual survival. Deciphering Halfworld's Bible, apparently the logbook of the hospice ship Gideon, one of the vessels that founded Halfworld, Pyko revealed Halfworld's origins and true nature. Armed with this knowledge, the group ended the conflict, and Rocket and his associates expanded their operations to the entire asylum.

Rocket became Halfworld's security chief, with Blackjack as his number two and Dyvyne as head of psychology. Initially the revised system worked well, and new patients from around the cosmos were safely admitted and treated, but problems arose with the arrival of alpha class psychic Barry Bauman. An Earthling trapped within his own body from birth, unable to experience any external stimulus of the five senses, Bauman's mind had reached out to experience life by possessing his nurse, Tom Vocson, before insanely threatening multiple solar systems as the Star Thief; though Vocson temporarily stymied Star Thief by killing Bauman's body, the psychic's mind had survived by jumping from one host to the next, until finally his latest host was captured and placed in Halfworld's tightest security. Resisting all therapy, Bauman

REAL NAME: Rocket Raccoon

ALIASES: Mr. Binkey, Rocky Raccoon, Ranger Rocket

IDENTITY: No dual identity; existence unknown to Earth's general populace

OCCUPATION: Adventurer; former virtual reality show star, mail clerk, interplanetary explorer, chief law officer, caretaker, ship's captain, chief security officer and asylum warden

CITIZENSHIP: Halfworld

PLACE OF BIRTH: Halfworld, Keystone Quadrant, relatively near Sirius Major, Milky Way galaxy

KNOWN RELATIVES: None

GROUP AFFILIATION: Star-Lord's Guardians of the Galaxy; formerly Star-Lord's unnamed squad, Halfworld staff, Keystone Kops commander

EDUCATION: Unrevealed

FIRST APPEARANCE: Marvel Preview #7 (1976)

repeatedly tried to escape, possessing inmates and guards, including Dyvyne. Rocket used Halfworld's bio-organic nature to lock Bauman away in the asylum's inner level, which could only be accessed via the warden's combined unique cellular patterns. Rocket also had the clown guards redesigned, manufacturing them out of bioreactive dendronic wood sourced from Planet X, better suited to Halfworld's living eco-security system. Since his own presence was required to unlock Bauman's prison, Rocket chose to permanently leave Halfworld, giving Blackjack his badge, and using immersion therapy to wipe his own memories of his life and friends so he could never be tempted to return.

Out in space Rocket was captured by the cosmic Stranger and imprisoned on his Lab World until a mass breakout engineered by the telepathic gestalt being Over-Mind freed him. Finding a starship, Rocket made a fueling stop at Dandesh IV in the Coalsack Nebula, where he discovered almost all the seeming D'bari inhabitants were actually shape-shifting Xartans ("Carbon Copy Men") hiding from their enemies the Skrulls. Rocket tried to escape, but the untimely arrival of human interstellar truckers Razorback (Buford Hollis) and Taryn O'Connell distracted him long enough for the Xartans to turn him to stone with a D'bari petrification gun. However, the Earthling She-Hulk (Jen Walters) and interstellar trucker Ulysses Solomon Archer came looking

Art by Al Milgrom



Art by Mike Mignola



Art by Steve McNiven



for Razorback and Taryn, and in the ensuing fight the same weapon overloaded, petrifying the Xartans and restoring Rocket. When the Time Variance Authority later put She-Hulk on trial for temporal meddling, they briefly pulled Rocket out of time to serve as a witness. Continuing his journey, Rocket had an unchronicled encounter with the gigantic Troyjans, resulting in a copy of his hide being mounted on the Trojan king Armageddon's trophy wall. Also during this time, Rocket temporarily allied himself with the Starjammers interstellar pirate group and claims to have battled Kree Ronan the Accuser.

Art by Timothy Green II



A few years later, the Kree jailed Rocket for entering a restricted space zone, but when Terran robot Ultron's Phalanx army invaded the Kree Empire, Rocket was offered a pardon in exchange for joining five other convicts — Microverse denizen Bug, human Captain Universe host Gabriel Vargas, Shi'ar warrior Deathcry, human mentat Mantis, and Planet X tree monster Groot — on a suicide

mission to wreck a Phalanx assimilation factory created on the Kree homeworld Hala. Led by Peter Quill (formerly Star-Lord), the group destroyed the factory, though Deathcry was killed. The remaining members targeted the Babel Spire the Phalanx had created to isolate the Kree's galaxy from the rest of the universe. Needing a no-tech way of mapping the Spire, Rocket had expatriate Negative Zone ruler Blastaar captured by Phalanx and tortured to seeming "death," at which point he unknowingly released pollen spores into the Spire's systems, allowing Mantis to use her plant empathy to create a 3-D map showing where explosives could take down the Spire. Unfortunately, Rocket's plan was discovered before all bombs could be placed, and a Phalanx-controlled Blastaar killed Vargas and took Quill prisoner. Having formed an unlikely friendship, Rocket and Groot devised an alternate plan to destroy the Spire: Groot grew himself to fill as much of the Spire's base as he could while Mantis made his sap extra-flammable. Once Mantis, Rocket, and Bug rescued Quill, Mantis set Groot on fire, burning the Spire to the ground while Rocket rescued a twig from Groot so he could regrow himself later. A furious Ultron (now in Adam Warlock's genetically perfect body) attacked the group, but with the Spire down Nova (Richard Rider) and his allies reached Hala, and one of them, Quasar (Phyla-Vell), destroyed Ultron, rendering the Phalanx inert without his controlling intelligence.

Art by Brad Walker



Again calling himself Star-Lord, Quill decided to form a more proactive team of intergalactic fighters to prevent further conflicts, and he secretly had Mantis telepathically encourage Rocket, Adam Warlock, Drax the Destroyer, the Zen-Whoberi assassin Gamora and Quasar to join up. Rocket teasingly mocked Quill's group concept but secretly thought it a good idea, believing

the galaxy couldn't look after itself. They set up base in Knowhere, an interdimensional crossroads housed in a Celestial's severed head, from where they could teleport virtually anywhere in the universe. Rocket struck up an almost immediate rivalry with Knowhere's telepathic canine security chief, Cosmo. Warlock informed Quill's still-nameless group that a recent interstellar conflict had ripped fissures in space and time, and the group resolved to seal these rifts before anything ruptured them wide open. This mission brought them into conflict with the Universal Church of Truth's galactic theocracy, worshippers of the Magus, Adam Warlock's evil counterpart from Reality-7528, who needed the breaches to open to fully come into being in Rocket's Reality-616. While sealing one rift the team rescued the temporally displaced and partially amnesiac Major Victory

(Vance Astro) of Reality-691's 30th century Guardians of the Galaxy, and at Rocket's suggestion Quill's group adopted Astro's team's name as their own, having rejected Rocket's earlier proposals: Ass-Kickers of the Fantastic and Rocket Raccoon and His Human Hangers-On. The team was beginning to gel when pacifist Skrulls seeking sanctuary from their war-mad fellows entered Knowhere and inadvertently allowed a traitor in their midst to seriously damage the teleportation equipment. During the resultant investigation, the other Guardians learned Mantis had mentally manipulated them for Star-Lord, causing Drax, Quasar, Warlock, Gamora and even Quill himself to temporarily quit.

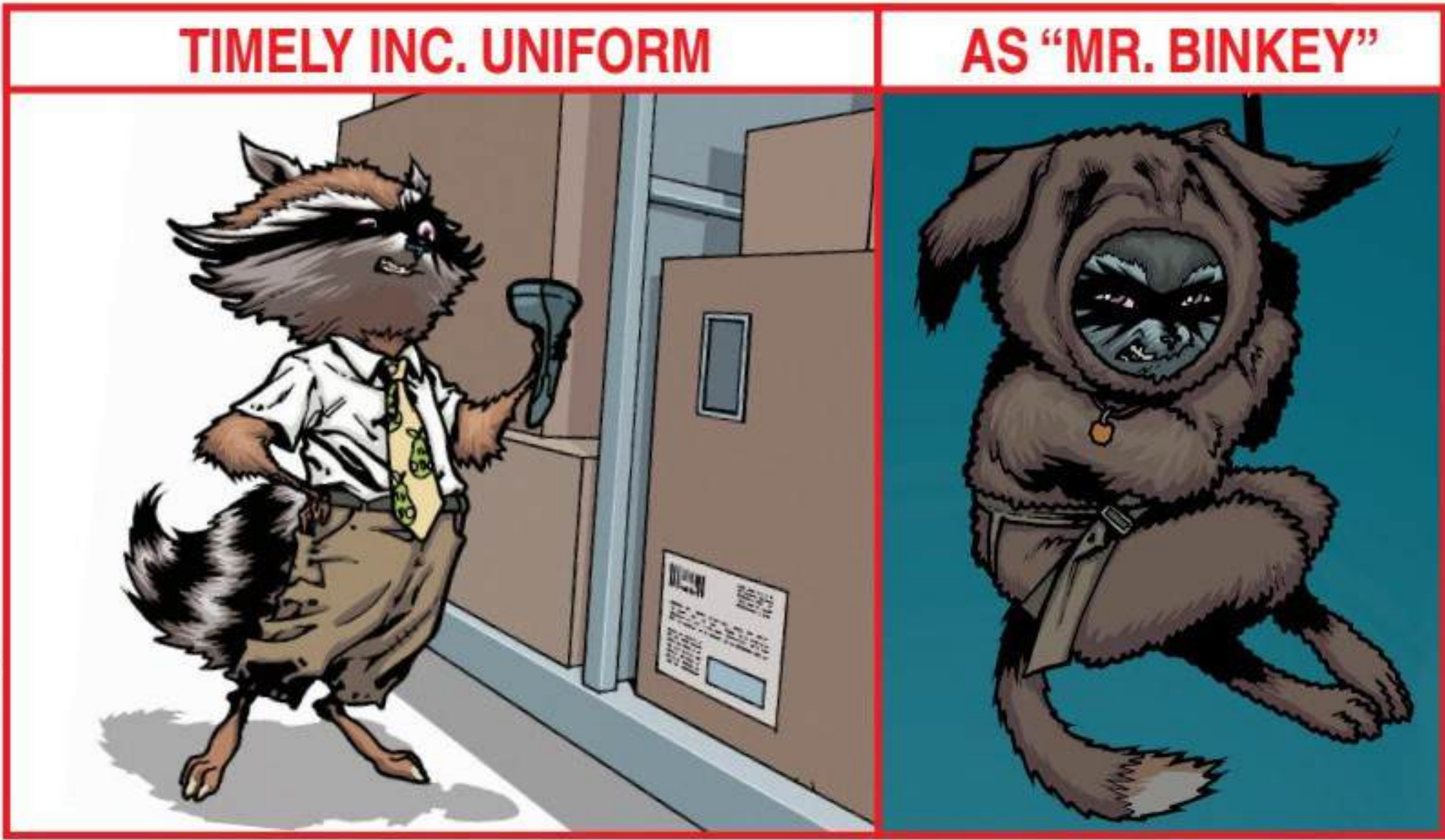
Though upset at Star-Lord's actions, Rocket still saw value in the Guardians concept, and when a Badoon War Factory attacked the Sparto's Bentus Colony, he assembled and led a new roster consisting of Mantis, Groot, Bug and Major Victory to drive them off. Receiving a telepathic distress call, the new team rescued Star-Lord and his new ally Jack Flag (Jack Harrison) from the Negative Zone, where Quill had wound up after trying to warn the Kree of the Skrulls' latest invasion plans. The other errant Guardians soon returned, with Phyla now calling herself Martyr and accompanied by her lover, Moondragon (Heather Douglas). Learning that a Kree-Shi'ar war threatened to further rupture the already-fragile cosmos, the Guardians split into two squads to approach each side's leaders and seek negotiations. Rocket, Warlock, Drax, Groot and Major Victory went to confront Shi'ar Emperor Vulcan (Gabriel Summers), but a teleport shield on Vulcan's flagship deflected all bar Warlock (who used his quantum powers to bypass the shield) into space. Luckily the Starjammers were shadowing the Shi'ar fleet, and, recognizing Rocket, the Starjammer Ch'od teleported the Guardians to safety aboard his own vessel.

The Guardians agreed to help the Starjammers free the former Shi'ar Majestrix, Lilandra, from Vulcan's custody, so Rocket and the telepathic Earthling Marvel Girl (Rachel Grey) distracted her guard, Shi'ar Imperial Guard leader Gladiator (Kallark). After freeing Lilandra, the Guardians and the Starjammers parted ways, with Rocket's team returning to Knowhere to aid their fellow Guardians against both the Kree's Inhuman leaders and the Shi'ar's Imperial Guard. Ignoring the Guardians' warnings, the Kree detonated a Terrigen-Bomb hoping to win the war, triggering a progressive cosmological collapse called the Fault. Warlock anchored reality by grafting the quiescent Reality-7528 to 616, but in so doing retroactively merged himself with the Magus, who now took full control of Warlock. The Guardians tried to prevent Adam Warlock's transformation into the Magus, but the Magus deceived their perceptions, faking his slaying of Gamora, Mantis, Martyr, Major Victory and Cosmo, then let Star-Lord believe he had temporarily turned back into Adam. At "Adam's" insistence, Star-Lord shot him, unaware that the prepared Magus had survived. Learning the Fault led to a "Cancerverse" (Reality-10011) where Death had been destroyed by the monstrous, god-like Many Angled Ones, Adam Magus petitioned them to bring the "gift" of deathless life to Reality-616, too.

While the remaining Guardians investigated the Fault hoping to seal it, the Magus' supposedly deceased Guardian prisoners escaped captivity on the Universal Church homeworld Sacrosanct, alerting the other Guardians to their survival via Martyr's telepathic link to Moondragon. However, Martyr unwittingly unleashed the death-worshipping Thanos, who slaughtered her and most of Sacrosanct before the other Guardians arrived; Quill ultimately subdued him. Having escaped, Adam Magus opened the Fault to let Cancerverse forces invade 616, but the Angled Ones' chief Cancerverse agent, Lord Mar-Vell incinerated him, angry the Magus had not slain Thanos. Quill reluctantly worked with Thanos, teleporting the Guardians into the Cancerverse on a mission to revive Death in that universe, later followed by Nova, who hoped to help his old friend Quill. Thanos revived Death within the Cancerverse, abruptly ending the existence of those infected by the Many Angled Ones. Believing the Cancerverse only had minutes left before it collapsed into non-existence, Quill ordered his fellow Guardians home, but stayed behind with Nova hoping to keep Thanos occupied until it was too late to

escape, protecting 616 from his threat. With both heroes believed dead, a memorial was held for them, after which the Guardians disbanded.

Art by Timothy Green II



Groot returned home to Planet X, while Rocket, feeling a failure for being unable to save his friend, quit heroics for a deliberately mundane job as a mail clerk at the interstellar Timely Inc.'s Customer Service Division on Alpha Centauri. However, back on Halfworld, Bauman possessed Jakes, sending Killer Clowns after Rocket to lure him back to Halfworld. Surviving a clown attack on Alpha Centauri, and identifying the clown's wood as originating on Planet X, Rocket quit his job. Armed with equipment "borrowed" from his former employer, including a sentient mail division Shipment Processing and Analysis Device, he journeyed to Planet X to request Groot's help. Learning Groot had been exiled for Tree-son for impersonating the world's monarch, Rocket rescued him with aid from the local Undergrowth Resistance. Together they defeated another Clown hit squad, earning Groot a pardon when they extinguished a forest fire the assassins started. When Groot identified the clowns as having been constructed on Halfworld, Rocket recognized his homeworld's name but could remember nothing else about it. Investigating, he and Groot journeyed to Halfworld, where Rocket was reunited with his old friends and had his memories restored. Having taken over Halfworld's nervous system, Bauman now controlled the planet and made a breakout attempt, trapping Rocket and his fellow animals inside immersion environments, but Groot freed Rocket and Blackjack. Reviewing Bauman's files, they discovered the only creature Bauman had ever loved was Tim Vocson's dog, Mr. Binkey, and Blackjack convinced an embarrassed Rocket to impersonate the dog, disrupting Bauman's concentration long enough for them to reboot the system and re-imprison him. Revitalized by the adventure, and with his old flame Lylla now married to Blackjack, Rocket turned down an offer to be Halfworld's co-security chief, instead deciding to live up to Star-Lord's legacy and save the universe whether it wanted to be saved or not. Soon after this, Major Domo, a servant of insane inter-dimensional television mogul Mojo, captured Rocket and Groot; seeking to impress his absent boss with massive ratings, Domo trapped the pair in a virtual reality show, but the Timely Inc. analysis device helped them swiftly break free. They agreed not to punish Domo after negotiating for a 60/40 cut of the show's net profits. Later, while in a bar on an unidentified planet, Rocket encountered an unidentified drunk patron who claimed he spotted another like him (although colored differently) on Rigel Seven, but the witness informing Rocket was assassinated by a cloaked figure before more information could be revealed.

Art by Timothy Green II



Rocket and Gamora traveled to Earth to train Sam Alexander, son of Rocket's former friend Xandarian "black dome" Nova Corps member Jesse Alexander, in the use of his Xandarian armor, aiding Sam against the alien Chitauri. At some point, Star-Lord and Thanos somehow escaped the Cancerverse, which apparently did not collapse; Quill re-formed the Guardians and they subsequently stopped a Badoon slaving party from raiding a helpless alien world, but learned from a captive that the Badoon were

acting as decoys for Thanos, diverting the Guardians' attentions away from Earth while he raided it for artifacts of power with which to conquer it. Racing to Earth, the Guardians learned the superhuman Avengers had already clashed with Thanos, who had departed Earth with a stolen Cosmic Cube facsimile; the Guardians and Avengers pursued Thanos to the Badoon world Moord, but Thanos used his faux Cube to exile them to the Cancerverse. Aided by the similarly exiled Elders of the Universe, the groups returned to Reality-616 and defeated Thanos. Afterwards, the Avenger Iron Man (Tony Stark) accepted Quill's offer to join the Guardians. Soon after this the Guardians returned to Earth again to clash with Badoon raiders attacking London, but this also subsequently brought them into conflict with the Spartaxi for breaking a new interstellar accord banning offworlders from Earth.

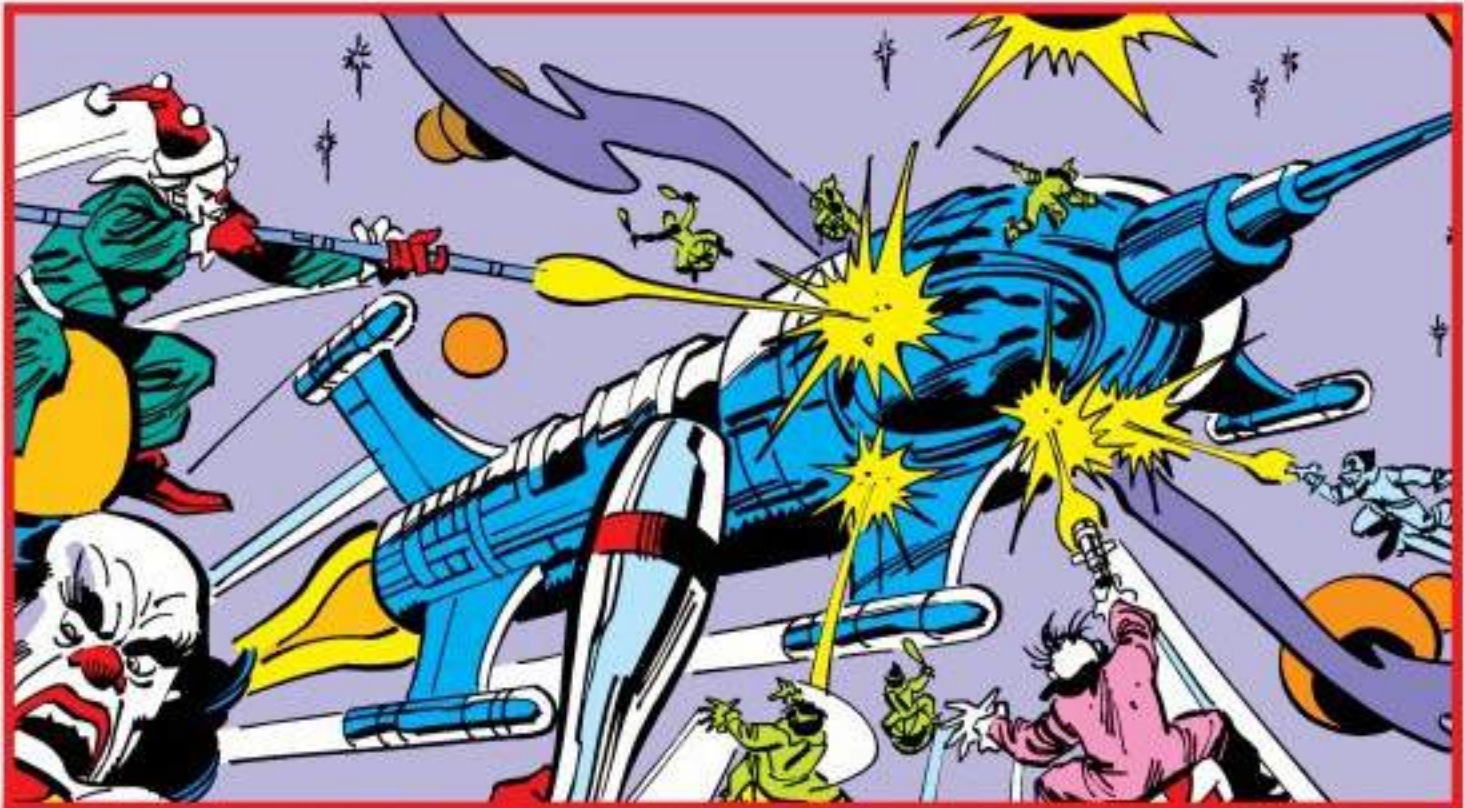
NOTE: While Rocket's memories have been altered, it is believed that major past events occurred, though many details may be from the "comforting childrens' tale" version; it is unclear whether Jakes, Blackjack and Dyvyne's villainous personas were genuine. Some earlier accounts may even have spawned from all present having been immersed in virtual realities alongside Halfworld's patients; if the latter, then presumably the Hulk was similarly immersed during his visit. Additionally, "black dome" Nova Corps member Jesse Alexander claims to have fought closely alongside longtime traveling companions Rocket and Gamora around the time Jesse's son, Sam, was an infant, presumably during the time Rocket was constrained to Halfworld; how this is possible remains unrevealed.

10,000 to 15,000 years in the future of Reality-7614, Rocket Raccoon, now called Rocky Raccoon, met Ithican Prince Wayfinder on the planet Hailailae, aka the Witchworld, where he aided the off-world Prince by instructing him about the dangers of Witchworld, and helped him battle the animal men of the sorceress Kirke. How Rocket survived the intervening millennia, or if he was somehow transported to or from there through space/time, remains unrevealed.

HEIGHT: 4'
WEIGHT: 55 lbs.
EYES: Brown (sometimes varies due to tapetal reflection)
FUR: Brown, white, and black

ABILITIES/ACCESSORIES: Rocket has many of a normal raccoon's abilities, such as a heightened sense of smell, allowing him to track and identify others by scent and sight as compared to a human. As with many nocturnal mammals, his retinae have a tapetum lucidum, causing a mirror-like reflection to see in low-light situations. A fair combatant with an aptitude for guns and similar weapons, he is extremely agile. He is especially proficient with heavy artillery despite his small size, and Groot sometimes serves as his mobile weapons platform when Rocket employs larger guns. Rocket is an instinctive tactical genius. He occasionally wears rocket skates enabling him to fly short distances and carry the weight of at least one additional animal. He always carries a laser pistol.

POWER GRID	1	2	3	4	5	6	7
INTELLIGENCE							
STRENGTH							
SPEED							
DURABILITY							
ENERGY PROJECTION							
FIGHTING SKILLS							



RAKK 'N' RUIN VS. PSYCHO-CIRCUS

Art by Sal Buscema

STAR-LORD

REAL NAME: Peter Jason Quill
ALIASES: Possibly “Boyo” (nickname from Ship)
IDENTITY: Publicly known
OCCUPATION: Adventurer; former Special Military Advisor, explorer, astronaut (possible lieutenant)
CITIZENSHIP: USA
PLACE OF BIRTH: Colorado
KNOWN RELATIVES: Jason (father), Meredith Quill (mother, deceased), Jake (possible “stepfather”), Kip Hölm (possible adoptive brother), Eson (possible paternal grandfather), Gareth (possible paternal great-uncle), Alain, Rhys (possible adoptive nephews), Robyn (possible adoptive niece), Sandy (possible sister-in-law)
GROUP AFFILIATION: Guardians of the Galaxy (Reality-616); formerly Star-Lord’s unnamed squad, United Front, Shi’ar Imperial Guard, NASA, partner of Ship
EDUCATION: College degree, NASA astronaut training
FIRST APPEARANCE: Marvel Preview #4 (1976)

HISTORY: Heir to the throne of a galactic empire based off the planet Sparta, Jason pursued his desire of exploring space for years until war broke out between the Empire and the Ariguan Confederacy, and his father summoned him home. En route, his scoutship blew a converter, and Jason and his fellow crewman, a cat person, made a rushed planet-fall to avoid a complete meltdown. Narrowly reaching Earth, the only planet within viable reach, they crashed in the Colorado Rockies circa 1960 (Earth designation), witnessed only by Meredith Quill. Meredith somehow dragged the armored, unconscious Jason from his ship and administered CPR after discovering his deceased crewmate as non-human. As Imperial heir, Jason had his pick of mates from 10,000 worlds, but while Meredith nursed Jason back to health and helped him rebuild his ship, the pair fell in love.

After a year, Jason was ready to depart. His bio-comps revealed Meredith had just conceived their child, and, unwilling to endanger her or the child by risking travel through Ariguan space, Jason reluctantly left Meredith behind, promising to return for her once the war ended, but mindlocking her memories, sparing her the heartbreak he felt. Less than a month later,

Meredith married her childhood sweetheart, Jake. Suspecting Meredith’s child was not his, when Peter Jason Quill was born in February 1962, Jake angrily noted the infant resembled neither of them. Intending to slay the child, Jake carried him outside, but suffered a fatal heart attack; Peter was left staring into the starlit sky for an hour before Meredith found strength to crawl outside to him. Mentally and physically weakened, Meredith’s world revolved around raising her son. Peter grew up a loner, fascinated by science fiction shows and NASA’s exploits.

When the Ariguan conflict turned in Sparta’s favor, Jason asked his uncle Gareth to bring his family to him. Having his own designs on the throne, Gareth instead hired Kyras Shakati, crimelord of Cinnibar, to eliminate the Quills;

Shakati in turn sent the Ariguan Sith-Lord Rruothk’ar to carry out the murder. Peter, now 11, witnessed Rruothk’ar’s ship land, and watched the Ariguan and his men slay his mother. The killers departed, unaware they had missed their main target; Peter swore to one day make them pay. Gareth told Jason his wife and son had died in childbirth, while Peter became increasingly insular, running away from the orphanage on his 13th birthday. Subsequently devoting himself to intense study, he graduated college and was accepted into NASA’s space effort astronaut training program. Though one of their highest ever scoring trainees, he remained socially withdrawn, his sole friend his pet owl, Al. During training, Peter risked his life to save fellow student Greg Harrelson when a centrifuge malfunctioned, but afterwards castigated Harrelson for being too stupid to save himself, engendering a deep hatred. When Peter’s lack of social skills saw him passed over for Mars Probe III in favor of Harrelson, Peter re-evaluated his life. He spent the next five months improving his deportment, eventually being assigned to Eve, NASA’s first permanently manned space station; entering space for the first time was a rapturous experience for Quill.

Though Peter loved being amongst the stars, he soon realized mankind’s limited technology meant he was unlikely to venture further into space to fulfill his childhood vow. A couple months later, towards the end of January 1990, Eve’s crew witnessed a celestial apparition that declared itself Star-Lord, a concept of what a Terran of their selection would become in a fortnight. Peter volunteered, but Houston High Command was skeptical of the vision’s claims, and felt any candidate required more space experience; Peter’s violent reaction saw him discharged Earth-side. Refusing to miss his opportunity, Peter stole a scout ship from Cape Canaveral, returned to Eve, and shot his way to the appointed spot, dislodging his old rival Harrelson, NASA’s choice, at the critical moment, to be transported away in his stead. Finding himself before the enigmatic Master of the Sun, Peter admitted his transgressions, but was nonetheless transformed into Star-Lord; to free Peter of his need for vengeance, the Master seemingly allowed Peter to destroy an Ariguan ship, afterwards informing him he was free to begin a new life and giving him Ship, a sentient former star who would be his guide and companion.

Perhaps a year later, Star-Lord found slavers depopulating entire worlds; catching up with them just after they had devastated Windhöme, his attack inspired a slave revolt. Accompanied by the revolt’s leaders, Kip Hölm of Windhöme and Sandy of Pryd’ri, Peter used Kip’s psychic powers to track the slavers back to their Cinnibar base and slavelord Kyras Shakati. Sandy slew Shakati, and the trio fled moments before a dead man’s switch destroyed Shakati’s palace, but not before Star-Lord scanned his computers, learning the slaving financed Gareth’s planned coup. Racing to Sparta to prevent this, they confronted Gareth and Rruothk’ar; recognizing the latter to be his mother’s killer, Star-Lord dueled



Art by John Byrne



Art by Steve McNiven with Mark Bagley (top inset)

with and slew both moments before the Emperor arrived. Recognizing his son, Jason informed Peter of his origins, overjoyed to have found him again, but Peter rejected becoming the Empire's heir, suggesting Jason adopt Kip instead.

Art by Scott Kolins



Ambushed above the planet Ferrol by a Lorq starfighter squadron, Ship was shot down. To operate on the badly injured Star-Lord, Ship generated a human form; amused that Peter didn't recognize her when he revived, Ship pretended to be explorer Caryth Halyan. Witnessing Lorq ships searching overhead, the pair located a crystal cavern housing the Lorq's prey: the gestating Trinity-Which-Is-One, a telepathic entity linked in a symbiotic life cycle with the indigenous Dune Devils. Caryth and Ship died

defending Peter and the Trinity when the Lorq attacked them, with Caryth dying in Star-Lord's arms after he downed the Lorq vessels. However, Ship's energy state was indestructible, and the maturing Trinity healed Ship's disrupted consciousness, allowing her to resume spaceship form. When Ship sensed the destruction of the planet Carillon by the Haalmhad homeship, the same people who had destroyed Ship's planets back when she was a star, Star-Lord rushed to the K'yndar system to save its other inhabited world, Cymoril; while Ship distracted the Haalmhad, Star-Lord disabled their homeship, then stranded the inhabitants on a primitive world 20 parsecs away. Investigating an unidentified massive power source on planet Redstone, Star-Lord learned the world's "founder," Quan-Zarr, had slaughtered the previous inhabitants, experimenting on the survivors to turn their children into leonine Beastmen, who now sought revenge. Star-Lord allowed the Beastmen to attack Quan-Zarr's tower and slay the scientist, but was forced to kill the last surviving Beastman to prevent him using Quan-Zarr's Power Rod to destroy the entire colony. Snatched from Ship by an artificial fusion vortex, Star-Lord was then taken onboard a space ark. Ark leader Noah claimed they were the time-lost last survivors of Earth, but another inhabitant, Aletha, revealed they were aliens cloaked by illusions, whose militaristic rulers planned to conquer Earth using information extracted from him. With Star-Lord's aid, the ark's populace overthrew Noah, and, reunited with Ship, Star-Lord departed once more. When an Ariguan assault force attacked the Master of the Sun, Star-Lord came to his aid, only for the Master to reveal he, too, was apparently an Ariguan, the scientist Ragnar, who had defied his people by creating the Star-Lord and must now face their justice; reluctantly, Peter acquiesced. The Master had planned for Quill to be the first of a legion of galaxy-patrolling-and-protecting Star-Lords, but had been discovered by the Ariguans before he achieved this goal.

On the cloud-shrouded planet Heaven, a world ruled by a strict honor code, Star-Lord rescued Thorn from a fatal fall, then protected him from the huntress Shreen until Thorn's wings regrew, only to watch them both sacrifice themselves for honor's sake. Investigating ruins on the primordial planet Symbion, Star-Lord mistook the sentient planet's attempts to communicate as attacks and he fled, leaving the lonely worldmind to mourn his departure. Regretting never getting to know his father, Star-Lord returned to Sparta for Jason's 100th coronation anniversary jubilee; Jason abdicated in favor of Kip, and departed with his son to explore the universe.

In recent years, Star-Lord and Ship discovered the Fallen One, former herald to the world-eating Galactus (Galan), destroying inhabited worlds, and came to the Kree colony world Avaleen-4's defense. Ship's analysis showed the Fallen One was pained by the life energies released when he destroyed a planet; reasoning a focused blast might disable the herald, Star-Lord ordered Ship to destroy a mining operation on one of Avaleen-4's moons, sacrificing the 350,000 there to save millions more on Avaleen-4. Ship channeled the energy surge, incapacitating the Fallen One as hoped, but seemingly perished. Only narrowly surviving Ship's explosive departure, Peter believed she had been destroyed. Guilt-stricken

over causing so many deaths, he foreswore his Star-Lord identity and surrendered to the Kree, accepting imprisonment on the Kyn interstellar prison. Perhaps subconsciously running away from his human failings, he began adding cybernetic implants, but when fellow inmate the Maker was identified as a temporarily mortal but insane incarnation of the immensely powerful Beyonders, Peter allied with fellow inmates, including Death's avatar Thanos and Gladiator (Kallark), to neutralize her before she regained her full powers and threatened the universe. Afterwards, Gladiator remanded Peter into his custody, drafting him into the Shi'ar Imperial Guard; however, Peter soon left the Guard, and when Annihilus' Annihilation Wave launched a massive interstellar offensive, Peter joined Earth hero Nova (Richard Rider)'s United Front resistance, becoming Rider's aide and second-in-command. Peter accompanied Nova behind enemy lines, where Nova ended the war by eviscerating Annihilus.

In the aftermath of the Annihilation War, Peter became special military advisor to the Kree's new leader Ronan, hoping to get the various wartime allies to work together to strengthen their defenses to repel any future threat, but he found only Galador's Spaceknights amenable to this concept. Unaware the Spaceknights had fallen prey to the techno-organic Phalanx's transmode virus, Peter arranged for the Galadorians to visit the Kree homeworld Hala and access the Kree War-Net to upgrade it; instead, the Phalanx infection seized control of local technology and created a Babel Spire, generating a barrier sealing off Kree space. Peter tried to disable the War-Net, but was badly injured by transmode-virus-infected soldiers. Evacuated, the wounded Peter was treated by Kree surgeons, who removed his implants on Ronan's orders to make him harder for the Phalanx to detect or control via the War-Net. Assigned command of a convict strike team — consisting of Groot, Deathcry, Bug (of the Microverse's Kaliklak), Mantis, Captain Universe (Gabriel Vargas) and Rocket Raccoon — and outfitted with a new uniform, which at Ronan's insistence was emblazoned with the Star-Lord symbol, Peter was sent back to Hala on a sabotage mission. Though Deathcry was slain, the team discovered the Phalanx were gestating an airborne version of the transmode virus and found a cure for it; Peter also learned that Star-Lord's legend had survived amongst Hala's occupied

CYBORG ENHANCEMENTS



Art by Paul Pelletier with Andrea DiVito (inset)



WITH GUARDIANS

Art by Adi Granov

population, an ideal that gave them hope, leading him to hesitantly begin using the title again. Returning again to Hala, the squad infiltrated the Babel Spire, Phalanx HQ, intending to destroy it and thus disable the space barrier preventing external assistance from reaching them. Gabriel was slain and Peter captured and tortured by the Phalanx's ruler, the robot Ultron, but Quill's squad rescued him and destroyed the tower. With the barrier down Nova and his allies reached Hala, and one of them, Quasar (Phyla-Vell), destroyed Ultron, cutting the Phalanx off from his controlling intelligence and rendering them inert.

Art by Steve Gan



With the galaxies' defenses shattered, Star-Lord sought an elite swift-deployment force to prevent further wars. Unable to convince more powerful cosmic heroes to join, Peter secretly had Mantis use her telepathic abilities to encourage Drax the Destroyer, Gamora, Quasar, Rocket Raccoon and Adam Warlock, the last unwittingly hosting the gestating persona of his evil alternate reality self the Magus inside him, to join this venture, and they set up base in Knowhere, an interdimensional crossroads housed in a Celestial's severed head, from which they could teleport virtually anywhere in the universe.

Not entirely trusting his new hosts, whenever Quill attended meetings of Knowhere's ruling council, he took Mantis along to read their surface thoughts and alert him to duplicity. Warlock revealed the Annihilation Wave had ripped fissures in space and time, and the group accepted their main mission to be finding and sealing these rifts before anything ruptured them wide open. While closing down one breach, the team rescued the temporally displaced and partially amnesiac Major Victory (Vance Astro) of an alternate future timeline's 31st century Guardians of the Galaxy, and adopted his team's name as their own.

While the Guardians' mission brought them into conflict with the Magus-worshipping Universal Church of Truth's galactic theocracy, unknown to Star-Lord's team, in the near future a T-Bomb's detonation during a Kree-Shi'ar war triggered a progressive cosmological collapse called the Fault, consuming one future timeline after another. Starhawk of Reality-80923's Guardians, whose unique nature made him aware time was in flux and that he was being remade different each day, traveled back in time to prevent this, but initially assumed Major Victory was the catalyst, bringing him into conflict with the mainstream timeline (Reality-616)'s present-day Guardians. The discovery of Skrull shapeshifters on Knowhere brought the Guardians into conflict with Knowhere's other inhabitants, especially Cynosure's Luminals, a rival peacekeeping force; during the unrest, Reality-669116's female Starhawk attacked the Guardians, recalling and sharing the other Starhawk's mission, but was captured. Learning Peter had mentally manipulated them to join, Drax, Quasar, Warlock and Gamora quit, and Peter, angry at himself, went to Hala to warn the Kree about the Skrulls; however he found the Kree had reactivated the Babel Spire, shielding their empire while they rebuilt. Peter ordered Ronan to shut the Spire down, fearing it might further damage the already unstable fabric of space, but Ronan refused, overpowered Peter, and banished him to the Negative Zone. There Peter discovered Blastaar leading an army attacking the Earth-created superhuman prison 42, which Blastaar saw as a route to invade Earth. Blastaar sent Peter in to negotiate for the inmates' surrender, but instead Peter allied with vigilante hero Jack Flag (Jack Harrison) and, using a telepathic inmate, contacted Mantis. As Blastaar's forces breached 42, the Guardians, bolstered by Rocket's new recruits Groot, Bug and Major Victory, extracted Peter and Jack.

The other errant Guardians returned, including Phyla, now calling herself Martyr after secretly striking a deal to become Oblivion's agent in return for her lover Moondragon (Heather Douglas)' resurrection. Warlock informed Peter a Kree-Shi'ar war had broken out, and the Guardians split into two squads to approach each side's leaders, hoping to convince them to negotiate; Phyla, Jack Flag, Gamora and Bug accompanied Peter to see the Kree's new ruler, the Inhuman Black Bolt (Blackagar Boltagon), but he and his advisors disbelieved warnings about the cosmos' current fragility. Seeking to force them to listen, Phyla took Bolt's sister-in-law Crystal Amaquelin hostage, and as tensions rapidly escalated, Peter teleported the team out. Unfortunately, Phyla brought Crystal with her; Warlock's mission to the Shi'ar had been equally unsuccessful, and Kree forces teleported to Knowhere to rescue Crystal at the same time the Shi'ar Imperial Guard arrived in pursuit of Warlock. After a pitched battle, the invaders were repelled, but Starhawk, freed during the conflict, teleported Peter, Jack, Mantis and Knowhere's security chief Cosmo back to her own Reality-669116 timeline. Learning of the Fault, and informed by Starhawk that only someone native to Peter's time could fix the problem, Peter's team sent a warning back to Knowhere, but Reality-669116 collapsed; Peter's team were thrown sideways into Reality-911218, each aged forwards or backwards in time, with Peter becoming 80. Realizing the timestream was rejecting them as anomalies, they began shifting again across multiple realities. In the past Warlock anchored reality by grafting the quiescent Reality-7528 to 616, but in so doing retroactively merged himself with the Magus, who now took full control of Warlock. Peter's squad ultimately allied with an army of Starhawks from various destroyed alternate realities led by the time-spanning warlord Kang, who restored Quill's team to their proper physical ages and warned them the Magus would dominate all future timelines unless they went back to their original time period and prevented his rise. Sent back to their proper time by Kang, Quill's squad and their teammates tried to prevent Adam Warlock's transformation into the Magus after he contained the Fault, but, given a few moments forewarning by their temporal wake, the Magus deceived his opponents' perceptions, faking his slaying Gamora, Mantis, Martyr, Major Victory and Guardian ally Cosmo, then let Star-Lord believe the Cube had temporarily turned Magus back into Adam. At "Adam's" insistence, Star-Lord shot him, unaware that the prepared Magus had survived. Learning the Fault led to a "Cancerverse" (Reality-10011) where Death had been destroyed by the monstrous, god-like Many Angled Ones, Adam Magus petitioned them to bring the "gift" of deathless life to Reality-616, too.



Art by John Byrne

Seeking to seal the Fault, the Guardians investigated it; needing to keep Knowhere's residents on side, Quill agreed to let the Luminals share in the researching, but Cynosure sent a scouting mission into the Fault without informing the Guardians, and it accidentally brought back a Cancerverse creature that infected Moondragon's body. Wanting to "extradite" the creature from Moondragon for trial, Cynosure bound herself to Moondragon with biometric cuffs only Cynosure could unlock. The UCT abducted both women, but the Guardians and the Luminals put aside past differences, joining forces to rescue Cynosure and Moondragon before the latter's "child" could be delivered; Moondragon expelled the creature from her body, and it was sent back through the Fault. A short time later Quill used Groot's position as Monarch of Planet X to get the Guardians a seat on the newly reassembled Galactic Council. Having been imprisoned on Sacrosanct, Magus' captives escaped, alerting the other Guardians to their survival via Martyr's telepathic link to Moondragon. However, Thanos was also on Sacrosanct, brought there whilst hibernating within a healing cocoon; Martyr freed him, and he apparently slew her. By the time Quill and the other Guardians arrived to be reunited with their fellows,

Art by Steve Gan



Thanos had slaughtered most of Sacrosanct; Quill ultimately subdued him using the remaining energies of Kang's Cosmic Cube. Having escaped, Adam Magus opened the Fault to let Cancerverse forces invade 616, but the Many Angled Ones' chief Cancerverse agent, Lord Mar-Vell, incinerated him, angry the Magus had not slain Death's avatar, Thanos. Quill reluctantly agreed to work with Thanos, teleporting the Guardians into the Cancerverse on a mission to revive Death in that universe, later followed by Nova, who hoped to help his old friend

Quill. Thanos let Mar-Vell try to slay him using the same sword previously used to kill Death, which instead revived Death within the Cancerverse, abruptly ending the existence of those infected by the Many Angled Ones. Believing the Cancerverse only had minutes left before it collapsed into non-existence, Quill asked Cosmo to convince the powerful cosmic heroes who had previously turned down Guardians membership to now come together to protect the galaxy, then ordered his fellow Guardians home, but stayed behind with Nova hoping to keep Thanos occupied until it was too late to escape, protecting 616 from his threat. With both heroes believed dead, a memorial was held for them, after which the Guardians disbanded; however, Cosmo kept his word, convincing Gladiator, Beta Ray Bill and others to form the Annihilators and work through Quill's "to-do" list, starting with eliminating the threat of the shapeshifting Dire Wraith alien sorcerers.

The Cancerverse did not collapse and both Thanos and Star-Lord ultimately escaped by unrevealed means. Reunited with Ship and with his old powers restored, both under unrevealed circumstances, Quill re-formed the Guardians after learning his father, Spartax Emperor J'Son, had convinced a council of other galactic empires to rule Earth off-limits to all aliens, an action Star-Lord believed would conversely incite various aliens hostile to Spartax to target Earth; secretly this was also J'Son's plan, presumably believing such attacks would backfire on the malefactors due to Earth's powerful superhuman population, The Guardians subsequently stopped a Badoon slaving party from raiding a helpless alien world, but learned from a captive that the Badoon were acting as decoys for Thanos, diverting the Guardians' attentions away from Earth while he raided it for artifacts of power with which to conquer it. Racing to Earth, the Guardians learned Thanos had departed Earth with a stolen Cosmic Cube facsimile; the Guardians and Avengers pursued Thanos to the Badoon world Moord, but Thanos used his faux Cube to exile them to the Cancerverse. With the assistance of similarly exiled Elders of the Universe and others, the groups returned to Reality-616 and defeated Thanos. Afterwards, the Avenger Iron Man (Tony Stark) accepted Quill's offer to join the Guardians. Soon after this J'Son met with his son, instructing him to stay away from Earth, which, as J'Son secretly intended, instead prompted the defiant Peter Quill to swiftly return there and clash with Badoon raiders attacking London.

NOTE: Star-Lord recently related an account of his origins that varied significantly in numerous respects from previous accounts. Notably, J'Son (or J-Son) of Spartax having traveled solo and arrived on Earth 30 years ago; J'Son only staying a few days with Meredith; Meredith retaining her memories of J'Son; the aliens who killed Meredith being Badoon; Peter's Element Gun being a gift that J-Son left behind for Meredith as a romantic gesture; and Star-Lord being a title associated with Spartax rather than originating with Quill via the Master of the Sun. Assuming this was a truthful account, the name discrepancies may simply be different Anglicizations of alien words, but the extensive history differences suggest that the Star-Lord sired by Jason of Sparta was from alternate Reality-791,

while the offspring of J'Son of Spartax is the Reality-616 Star-Lord. Further, while Star-Lord-616 has referenced his encounters with the Master of the Sun, how this Master compares to the Reality-791 Master of the Sun is unrevealed.

Prior to Peter Quill's encounter with Thanos in the Kyn prison, a Spartoi Prince Jason was wrongly branded a traitor by his father Eson for unwittingly assisting the Black Bolt's attempted assassination of Shi'ar Empress Lilandra, thus threatening a proposed alliance between the Shi'ar Empire and the Greater Magellanic Cloud's Spartoi Empire, based off the planet Spartax. Jason fled into exile, and the precognitive Delphos of the Shi'ar Imperial Guard had visions of one potential future showing Jason crashing on Earth, effectively killing his Soulship (similar in appearance and nature to Star-Lord's Ship). On Earth, Jason was to fall in love with a human woman and father a child destined to become a "lord among the stars" and greatly resembling Star-Lord. Despite the many similarities, Jason of the Spartoi's timeline, among other things, is inconsistent with the timeline of the adult Peter Quill seen at the Kyn less than a year later. The true nature and significance of this Jason of the Spartoi is, as yet, unrevealed.

At some point the extraterrestrial Sinjin Quarrel of Idolum in the Carinian Cluster star system encountered Ship after she had apparently been separated from Star-Lord by a black hole's pull. Adopting the alias 'Rora, Ship befriended Quarrel, granted him the Element Gun and assisted him in adopting the role of Starlord for an undetermined period. It is unrevealed whether this was Ship-616, having survived the destruction of Aveleen-4 by shunting to another part of the universe (or perhaps even across time or to an alternate reality) and having suffered memory damage in the process; or whether this was Ship-791 at some point among or after her Star-Lord's already revealed adventures.

HEIGHT: 6'2"

WEIGHT: 175 lbs.

EYES: Blue

HAIR: Blond, formerly brown

ABILITIES/ACCESSORIES: Star-Lord can survive in space, fly at trans-light speeds and generate a personal force field. He possesses enhanced healing, superhuman strength, an intuitive understanding of mechanical items, and automatically translates any written or verbal language. He is a skilled marksman, swordsman and unarmed fighter, and carries an Element Gun, which generates fire, earth, wind and water by teleporting the material from the planet R'Ralmis; controlled by his will, no one else can fire it.

While depowered, he could understand Kree, but could not speak it without a translator; he wore an external universal translator on his forehead. His uniform provided limited protection from attack, dampened his heat signature, and allowed him to function safely in a vacuum. He carried automatic weapons that fired a variety of projectiles, including tranquilizer and explosive rounds, and wore a "passport" bracelet to access Knowhere's teleport facilities. His cybernetic implants, now removed, included in-built communicators, a universal translator implant, a left eye able to see all energy spectrums and a memory chip granting 100% recall.

His Ship is sentient living energy in an organic steel form, able to change its size, density or shape at will. Star-Lord shares a psychic rapport with her, so that each feels the other's pain.

POWER GRID	1	2	3	4	5	6	7
INTELLIGENCE							
STRENGTH							
SPEED							
DURABILITY							
ENERGY PROJECTION							
FIGHTING SKILLS							

PORTFOLIO REVIEW

A good thing in space: no one can hear you scream – because things have never looked worse for the Marvel heroes among the stars! The Kree Empire has been invaded and the galaxy's most powerful heroes have been driven back by the rising threat of the Phalanx. Now, in the pages of *Annihilation: Conquest #1*, the real enemy at last stands revealed: Ultron! The Avengers' infamous foe – an artificial intelligence gone horribly, horribly wrong – has been behind the infestation and destruction of an entire race, and his sights are now set on the rest of the universe! Even worse, he's now backed by a massive army to do his bidding, and all that stands in his path is a small band of desperate heroes. For an inside look at the designs for these revamped heroes and villains, *Annihilation: Conquest* editor Bill Rosemann offers his thoughts on each artist's new take and how they are defining Marvel's sci-fi landscape for the new generation!

ROCKET RACCOON: "The sketch that stole a thousand Raccoon-loving hearts. Ladies and gentlemen, Exhibit A on why Timothy Green II is a rising star."



ULTRON: "That's right, thanks to Tom Raney, he's back in his macho man body – this time with a cape! Because robots get cold, people! Also, notice the three sets of eyes, which Ultron added as a nod to his new Phalanx family. Wait a minute... the Phalanx now have skulls similar to Ultron! Hmmm... you mean we actually planned out some of this craziness?"

MOONDRAGON: "Most people, when they heard our crazy transformation idea for Moondragon (which happened in the QUASAR mini), would have looked at us like we were loopy. Instead, penciler Tom Raney whipped up this sweet sketch. Tom, dragon fans around the world salute you!"



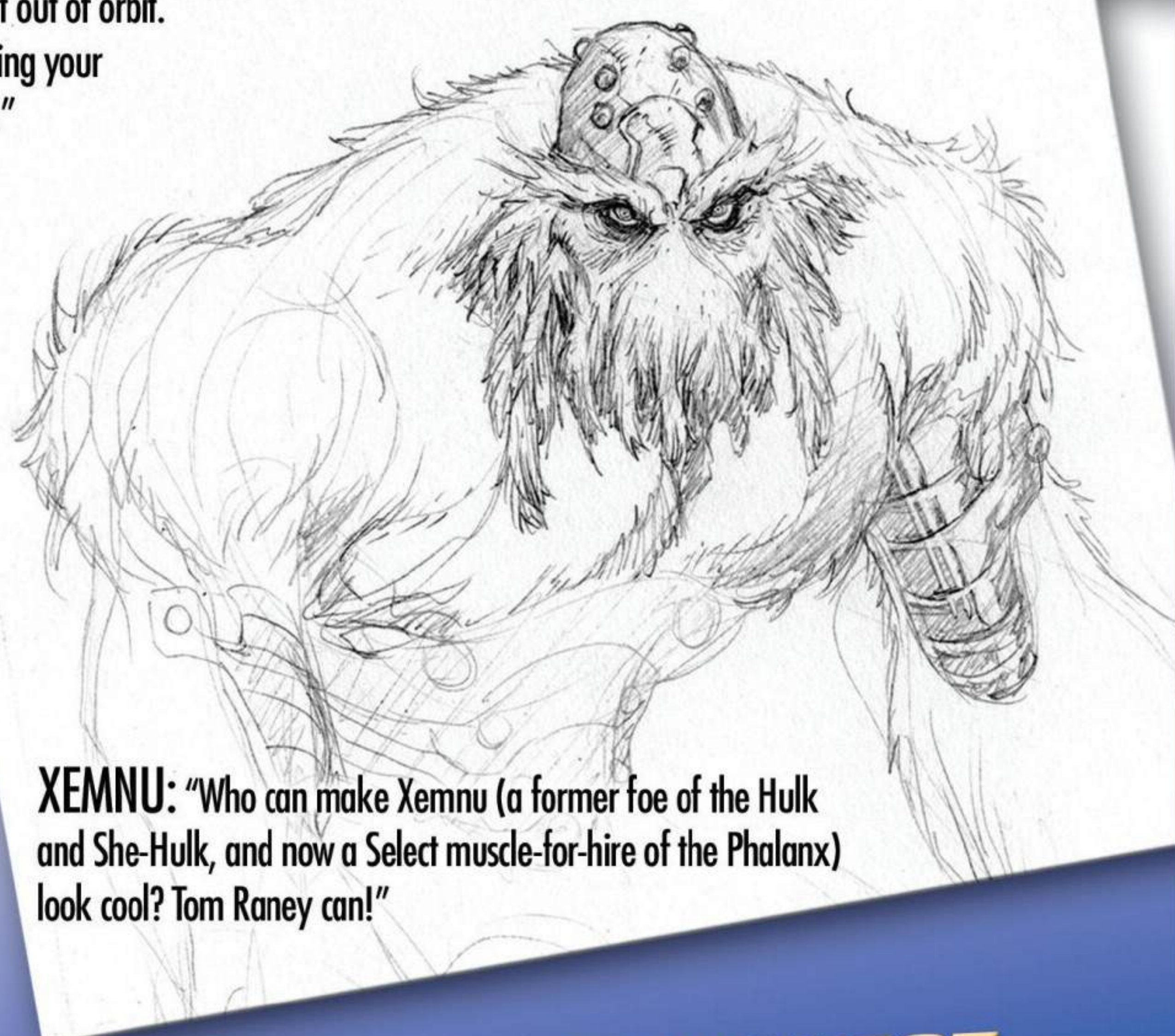
BUG: "Artist Timothy Green II is a nut...and I mean that in a good way. I mean, how funny does Bug (formerly of the Micronauts, and currently kicking butt with Star-Lord) look in this Kree uniform? See how his forearm thingees (yes, that's a real term) stick out of those gloves? See those funky feet, free of any constricting boots? See the insectoid-like body hunching? That, my friends, is genius!"



PHALANX SOLDIER: "And here we have Tom's design for the Phalanx fighting forces. How sinister is that skullish head? Hate to run into this dude in a New York alley."



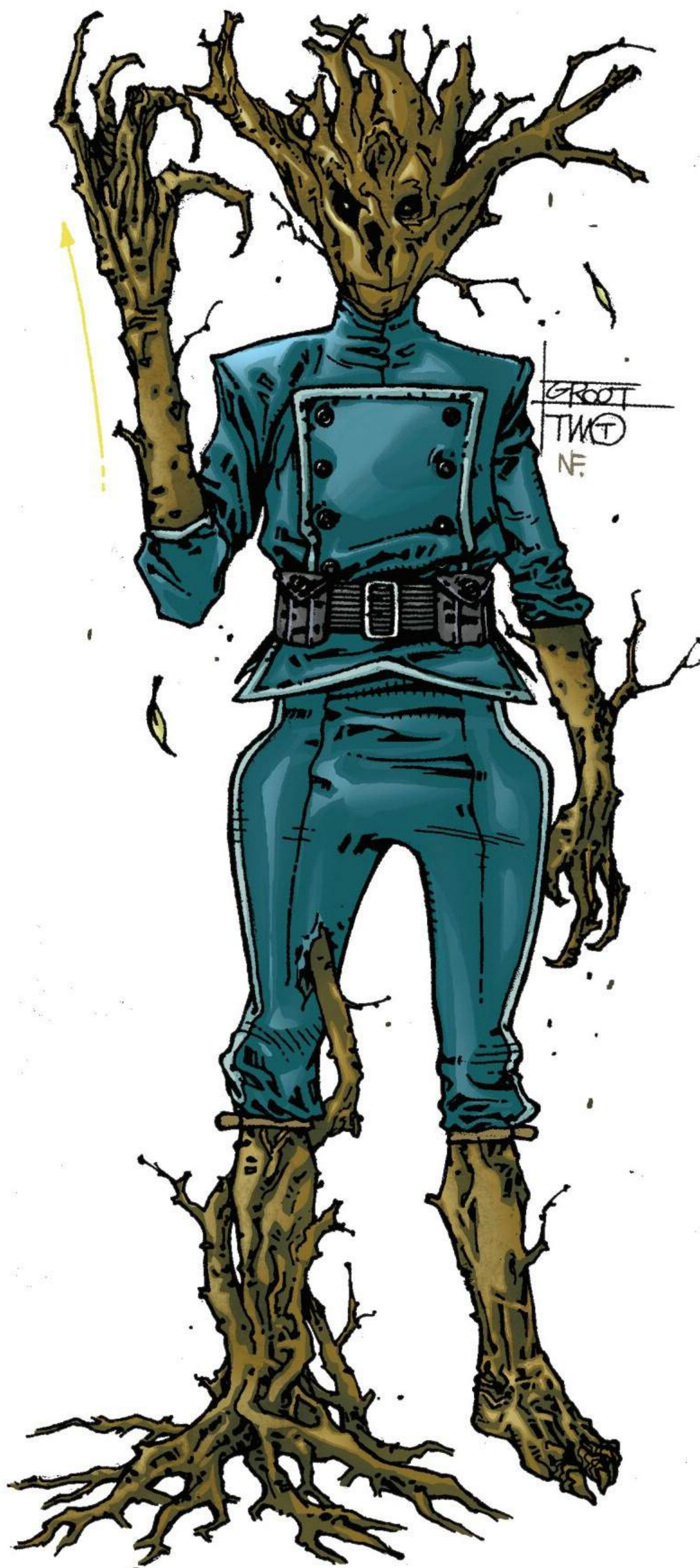
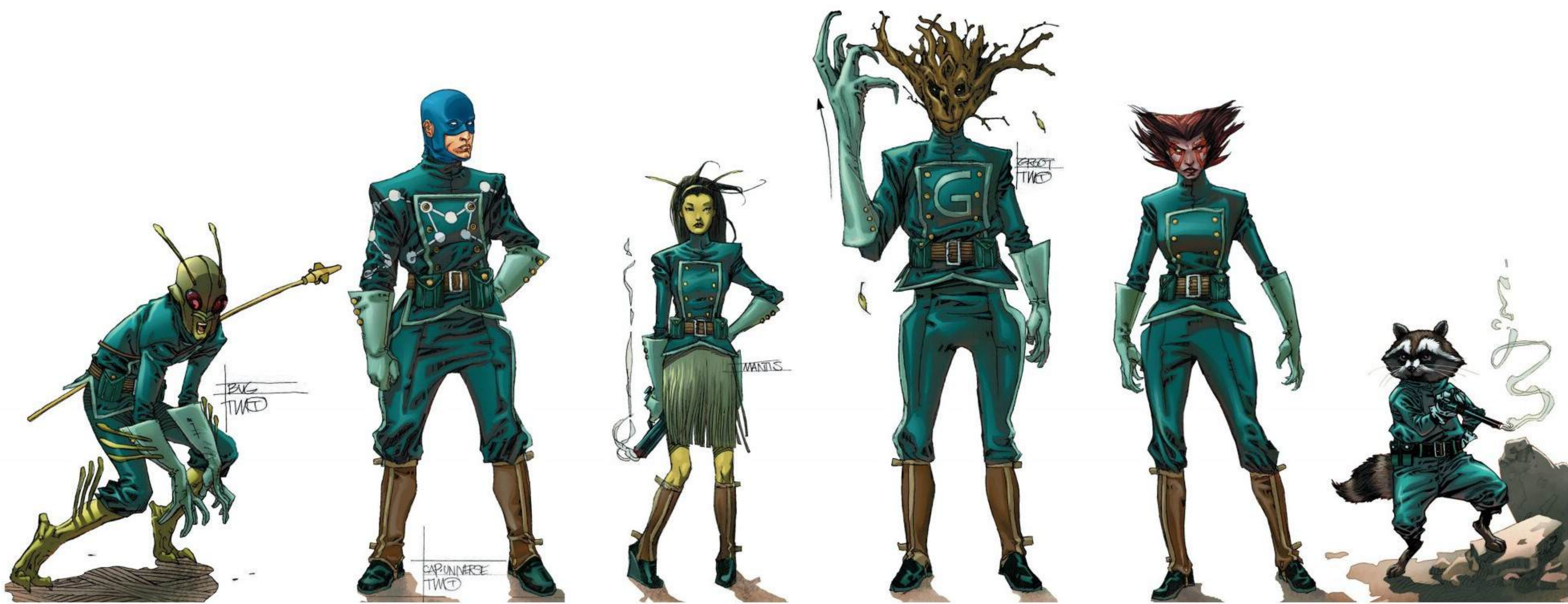
PHALANX STOMPER: "Once again, Tom knocks it out of orbit. Imagine this 30-foot tall, tank-like monstrosity lumbering your way across a muddy battlefield! Run away! Run away!"



XEMNU: "Who can make Xemnu (a former foe of the Hulk and She-Hulk, and now a Select muscle-for-hire of the Phalanx) look cool? Tom Raney can!"

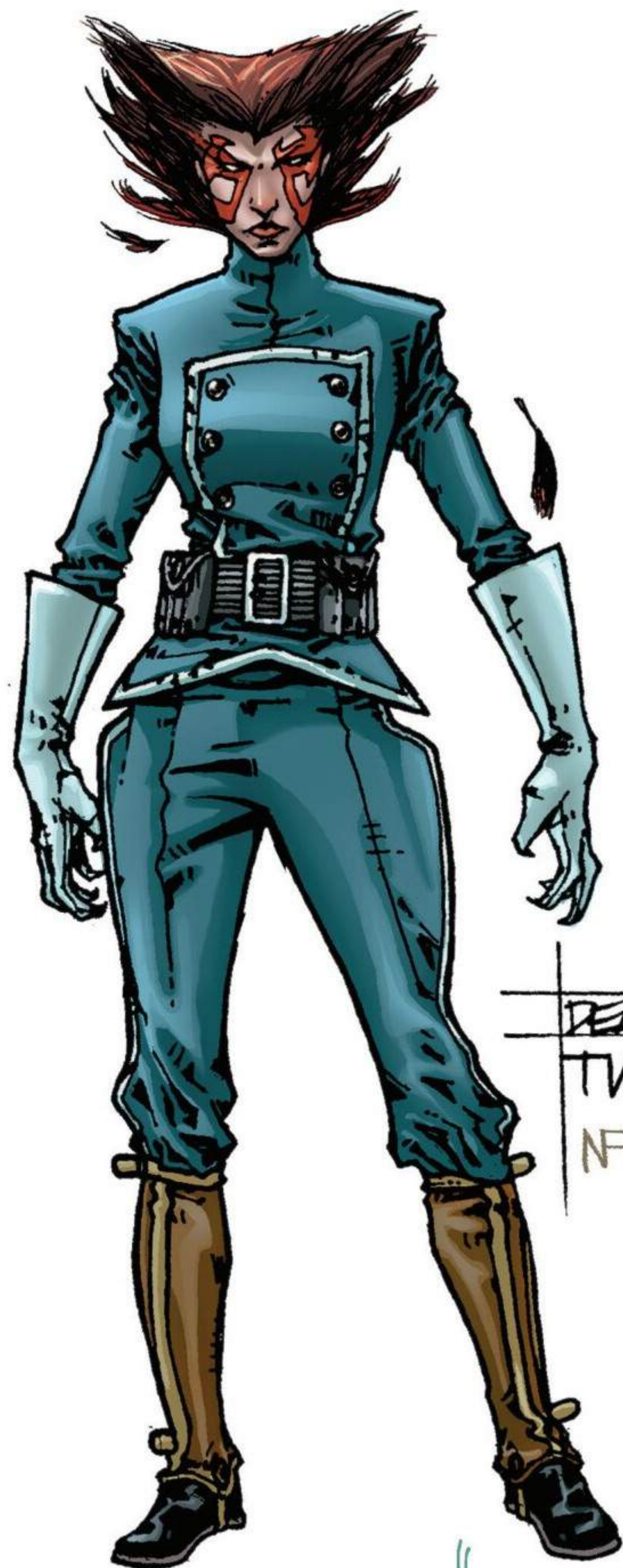
ANNIHILATION: CONQUEST
BEGINS NOVEMBER 2007

CHARACTER DESIGNS BY TIMOTHY GREEN II & NATHAN FAIRBAIRN





CAPT. UNIVERSE
TWT
NF.



DEATHCRY
TWT
NF.



BUG
TWT
NF.



ROCKET RACCOON
TWT
NF.

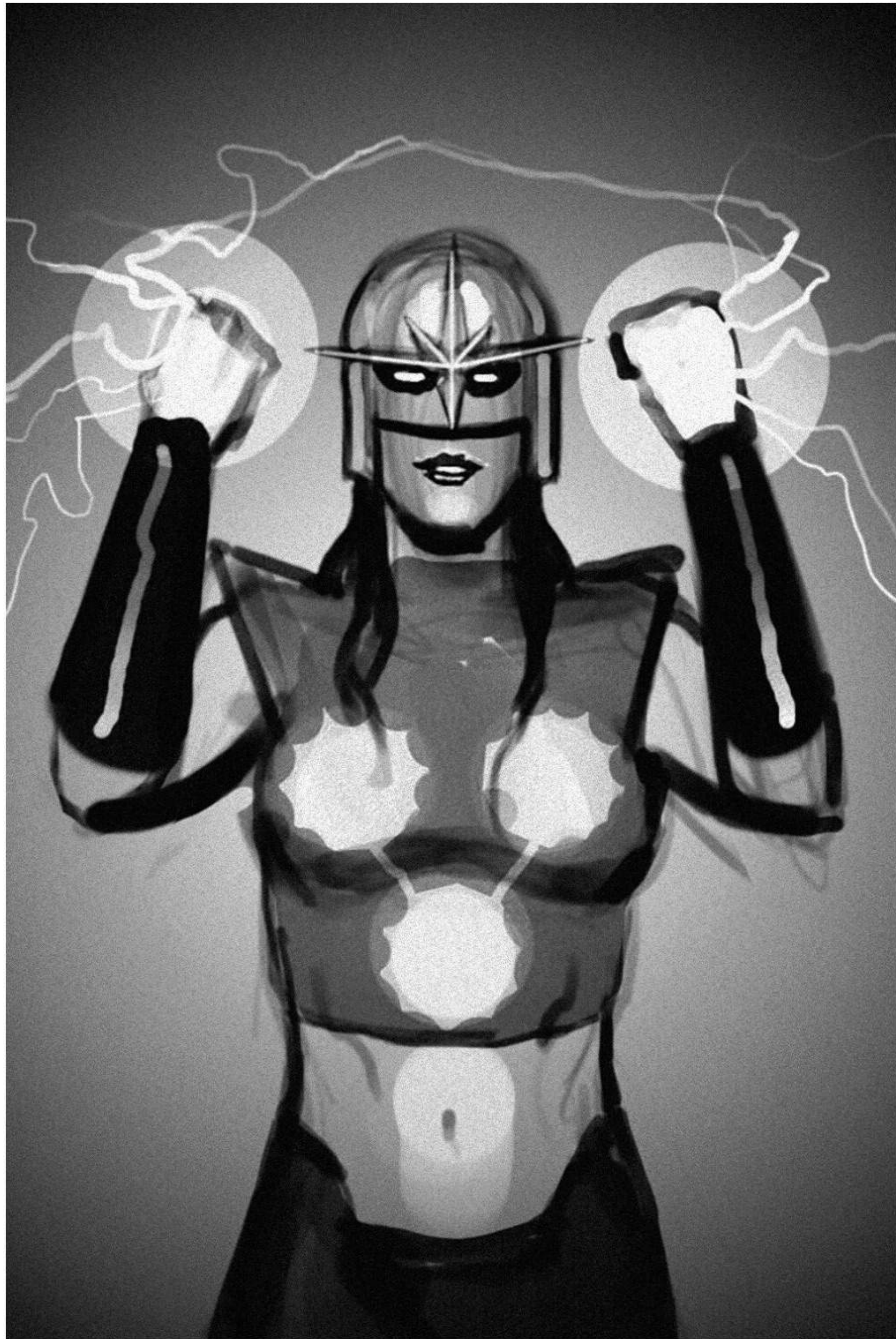












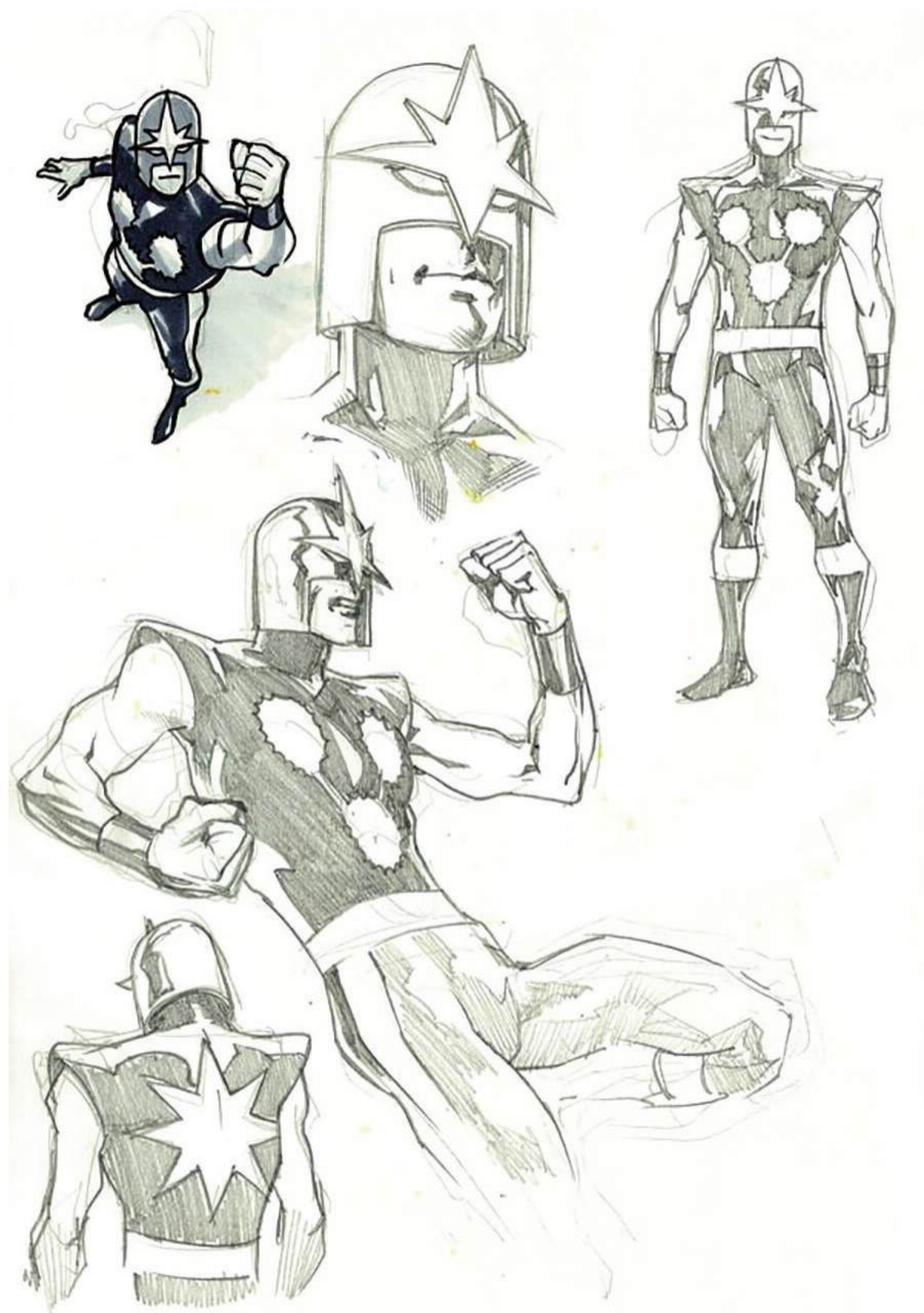


NOVA #2 COVER PENCILS BY ADI GRANOV
IMAGE COURTESY OF HERITAGEAUCTIONS.COM





NOVA #12 COVER INKS BY ALEX MALEEV





NIC KLEIN'S COVER FOR NOVA ANNUAL #1 WAS AN HOMAGE TO THE COVER OF NOVA #1 (SEPTEMBER 1976) BY ED HANNIGAN, RICH BUCKLER & JOE SINNOTT.



And from the abyss a wraith will bestride to augur the Apocalypse

WRAITH

ANNIHILATION CONQUEST

PROLOGUE

JUNE 2007

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ANNIHILATION: CONQUEST — WRAITH HOUSE AD BY CLINT LANGLEY

ANNIHILATION: CONQUEST #6
AFTERWORD
BY DAN ABNETT & ANDY LANNING

The Phalanx Conquest is over. The Universe can breathe easy again...for now.

Things have been pretty lively in the cosmic department of the House of Ideas just lately; with a number of titles and events helping to jump-start a huge and enthusiastic interest in Marvel's cosmic characters and settings. We've loved being part of it, because we both grew up reading Marvel's cosmic books and have wonderful formative memories of such glories as the Chris Claremont and John Byrne *Star-Lord* and Jim Starlin's *Warlock*. It is a genuine privilege to get to write these characters and continue their legacies. We've also been thrilled by the reviews and responses — it seems an awful lot of you regard Cosmic Marvel with great fondness too.

Annihilation: Conquest grew out of a story idea we'd originally pitched for the *Nova* series, back when we were developing it out of his original *Annihilation* mini. Editor Andy Schmidt, his successor Bill Rosemann and their benevolent overlord Tom Brevoort all agreed that the Phalanx/Ultron combo was a great basis for the next big event. We hope you've enjoyed the ride, and we'd like to thank the three gentlemen mentioned above, Assistant Editor Lauren Sankovitch and all the other fine folk at Marvel for their contributions. Huge props too for *Conquest* penciler Tom Raney, who has really made this series shine, inker Scott Hanna, colorist supreme Frank D'Armata, letterer Joe Caramagna, along with Wellington Alves for the extra pages in this issue, Mike Perkins for the *Prologue*, and cover artist Aleksi Briclot. We would also like to praise the work of the creative teams involved in the *Conquest* miniseries, especially Keith Giffen, architect of the original *Annihilation*, whose work on *Star-Lord* and his team set up such an important strand of *Conquest*, a strand that will play out beyond this into *Guardians of the Galaxy*...

But we're getting ahead of ourselves. There's more, you see. The Phalanx Conquest may be over, but the cosmic fun and games are just getting started. As hinted at the close of this issue, Peter Quill has a plan in mind. He wants to make sure that, after two devastating events, the galaxy gets the protection it deserves: a hard-hitting, proactive team prepared to jump headlong into the flames and make sure that future cataclysms like *Conquest* get headed off at the pass. It's a dirty job, but somebody's got to do it. Those bodies are the Guardians of the Galaxy.

If you've enjoyed *Conquest*, if you're a fan of *Nova*, if you get a kick out of Marvel cosmic stories, if you like talking dogs, walking trees, Quantum Bands, sword-wielding Zen Whoberian assassins, Destroyers, cosmic sorcery, gun-toting space heroes, weaponized raccoons and all manner of other wild craziness and shocking twists, we invite you to join us and penciler Paul Pelletier, inker Rick Magyar, colorist Nathan Fairbairn, the aforementioned Mr. Caramagna and cover artist Clint Langley for the first issue of *Guardians of the Galaxy* coming next month to a Knowhere near you.

It's going to be *absolutely* out of this world.

—DNA



KAMIC RIDER MARIKA